

PROCEEDINGS
DEPARTMENT OF PUBLIC HEALTH

CT HEALTH INFORMATION TECHNOLOGY
AND EXCHANGE STRATEGIC PLAN

ROBERT GALVIN, CHAIRMAN

OCTOBER 18, 2010

101 EAST RIVER DRIVE
EAST HARTFORD, CONNECTICUT

POST REPORTING SERVICE
HAMDEN, CT (800) 262-4102

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 . . .Verbatim proceedings of a meeting in
2 the matter of CT Health Information Technology and
3 Exchange, held at 101 East River Drive, East Hartford,
4 Connecticut on October 18, 2010 at 4:41 P.M.

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9 CHAIRMAN ROBERT GALVIN: I'll call the
10 meeting to order. I have one piece of immediate business.
11 If anyone sitting at this table has any intention of
12 applying for the CEO job, they should leave immediately
13 because if you're on a Board or Commission you cannot
14 become a paid employee for at least a year until after you
15 resign. So if everybody understands that we will start
16 and we'll start with introductions.

17 I'm Bob Galvin, I'm the Commissioner of
18 Public Health --

19 MR. MARK MASSELLI: Wait, there are three
20 people leaving. Hold on.

21 CHAIRMAN GALVIN: I wouldn't blame them.

22 MS. LYNNE TOWNSHEND: I'm Lynne Townshend
23 with the Department of Public Health.

24 MS. MARIANNE HORN: I'm Marianne Horn with

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 the Department of Public Health.

2 MR. STEVEN THORNQUIST: I'm Steve
3 Thornquist, I'm a pediatric ophthalmologist.

4 MR. STEVE CASEY: Steve Casey with the
5 Department of Information Technology.

6 MS. ANDREA SCHROEDER: Andrea Schroeder,
7 Department of Social Services.

8 MR. JOHN LYNCH: John Lynch with Pro-Health
9 Physicians.

10 MR. THOMAS AGRESTA: Tom Agresta with
11 University of Connecticut.

12 MR. RON BUCKMAN: Ron Buckman, myself.

13 MS. BARBARA PARKS-WOLFE: Barbara Parks-
14 Wolfe, Office of Policy and Management.

15 MR. KEVIN CARR: Kevin Carr, Clinical
16 Director with Accenture.

17 MS. ELLEN ANDREWS: Ellen Andrews from the
18 Connecticut Health Pulse Project.

19 MR. MASSELLI: Mark Masselli, Community
20 Health Center.

21 MR. PETER COURTWAY: Pete Courtway, Western
22 Connecticut Healthcare.

23 MS. JAMIE MOONEY: Jamie Mooney, Norwalk
24 Hospital.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. ANGELA MATTIE: Angela Mattie,
2 Quinnipiac.

3 MS. TOWNSHEND: Opening remarks.

4 CHAIRMAN GALVIN: Okay, opening remarks. A
5 little bit of housekeeping. From time to time -- these
6 are all transcribed. You can get copies of the entire
7 proceedings. If we have folks on the telephone, then they
8 have to identify themselves or you'll have to identify
9 yourself every time they talk. From time to time the
10 transcriptionist will ask you to stop while he's changing
11 cartridges and then he'll -- which is just a one or two-
12 minute exercise.

13 We are scheduled from 4:30 to 7:00. We
14 have to be clear of the building by 7:00. I would like to
15 be clear of the building by 6:30. Everybody's worked all
16 day today, you don't get much productive work done after
17 two hours. It's very important for all of you sitting
18 here -- I think we're still short two?

19 MS. TOWNSHEND: Correct.

20 CHAIRMAN GALVIN: We're pending two
21 appointments. By Robert's Rules of Orders we cannot
22 function unless we have half of the appointed members. We
23 have much more than half of that quota today; however,
24 that's after the blush of youth goes on by. It's

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 sometimes difficult to get a quorum. These meetings are
2 very important. The rules say if you miss more than half
3 of the meetings in a 12-month period or three
4 sequentially, then you're automatically off the Committee.
5 And I would plead with you that it's very important for
6 you to be here. Having run our own Public Health
7 Foundation, we suffered from people who took appointments
8 to the Committee and never came to the meetings. I had
9 one person that never came at all.

10 And so it's very important and I would say
11 to you, and I'm not singling anyone out, if you don't
12 think you're going to go to most of the meetings you
13 should resign. And I'm not trying to be cruel but it's
14 very hard to do business when you have people who are
15 intermittently in attendance and lose track of the whole
16 thing. Most of the work that gets done in these kinds of
17 organizations gets done by Subcommittees. But you won't
18 be able to -- if you don't come to the meetings you won't
19 be able to keep track and then you'll be asking for
20 explanations and read-back of the minutes and stuff like
21 that. So please, please, endeavor to make the meetings
22 whenever you can.

23 If you can't, you can call in. Calling in
24 is a very poor substitute for being here. If you call in

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 you won't be able to hear no matter what we try to do and
2 so you'll spend all your time yelling out of that little
3 instrument. You may be able to make a comment or two but
4 the call-in stuff really doesn't work. We tried that with
5 Stem Cell and you'll miss what, 75 percent of what's
6 happening?

7 MS. TOWNSHEND: Unless somebody walks
8 around with the phone, yeah.

9 CHAIRMAN GALVIN: Unless there's somebody
10 walking around with the phone going back and forth and
11 that's really, really, really hard to do. We would -- I
12 would ask you to be civil to one another. We had some
13 unarmed -- almost some hand-to-hand combat in the early
14 days of Stem Cell between a couple of the members who -- I
15 would guess you'd have to say did not have the same points
16 of view. And it's very hard to do business. It's also
17 very hard to do business if you have one member who wants
18 to occupy all of the time for discussion.

19 We have no rules for how long you can speak
20 or how many times you can speak but we do have people both
21 on the -- that I've come in contact with on other
22 Committees who have to give a five-minute speech about
23 every single thing that happens. So I would ask you to
24 use your time judiciously. Tonight is a night where we

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 have to do some things to get ourselves on the book and to
2 get ourselves organized. So this is really an operational
3 meeting where we've got to do some things by law and by
4 regulation to get on the books and get functioning. And
5 with that I'm going to turn it over to Lynne Townshend who
6 will be moderating the meeting.

7 MS. TOWNSHEND: Thank you very much. Just
8 a couple of quick comments on my side, if you have not had
9 the opportunity to sign-in as of yet, and this is for the
10 audience as well, we do have sign-in sheets all throughout
11 the room. Both where you entered, we have one up by the
12 phone. I do want to ask, I know -- can the people on the
13 phone hear me?

14 MALE VOICE: Yeah.

15 MS. TOWNSHEND: Can you please tell us who
16 you are?

17 MR. DAVID WILLIAMS: My name is David
18 Williams.

19 MS. TOWNSHEND: And is there anyone in
20 addition to David on the phone?

21 MR. GREG CANN: Greg Cann (phonetic).

22 MS. TOWNSHEND: Alright, anyone else? Both
23 members of the public -- we have two people on the phone.
24 When we do have comments from the Board itself, if you

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 could please say your name ahead of time that will help
2 the transcriptionist service make certain that we credit
3 the right people for the right comments.

4 I do want to give you a brief update with
5 regard to what DPH has been doing, and one of the things
6 that we've been doing is collaborating with DSS, Capitol
7 Community Technical College and e-Health Connecticut. We
8 had immediately prior to this meeting the -- what we call
9 the 3-C-3 meeting. It's our collaboration meeting. It
10 went very well, we are continuing work almost at the
11 conclusion of writing our white paper, which we anticipate
12 will go over to the Governor's office for informational
13 purposes for the new Governor. And also, something that
14 you can use when you're talking with members of the
15 public.

16 The Plan, the Operational and Strategic
17 Plan which was submitted on September 27th, we did get
18 some feedback, some very high level feedback from ONC with
19 regard to that. It does go through two reviews, one is
20 that high level review by our project officer and their
21 vendor Deloitte & Touch, or Deloitte, I guess it's just
22 Deloitte these days. They did identify several areas
23 where we need to shore up the Plan and we're working with
24 them on that. The three areas are the environmental scan,

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 the gap analysis and they felt that our ambition for the
2 first year may have been a little bit too ambitious. So
3 those are issues that we're working on and we'll certainly
4 keep you informed with regard to that.

5 And with that, I'd like to move on to the
6 review of the orientation materials. You did receive
7 these ahead of time. I believe there may be some extra
8 packets over on the table -- Warren, I'm not sure if there
9 are any left. They may all be gone but these were sent
10 out about two weeks ago. I just want to make sure
11 everybody has received them. I want to make sure they're
12 as accurate as they can possibly be and we'll go through
13 this very quickly. The packet includes the Vision
14 Statement for Health Information Exchange. This was the
15 Vision Statement that came directly from the Strategic and
16 Operational Plan and it's more of an FYI.

17 We have a number of lists including contact
18 information for each of you as members of the Board of
19 Directors and each of the Subcommittees as they currently
20 stand. If there are corrections -- there was one
21 correction. Mark Masselli's name needed to be changed. I
22 dropped an S somewhere in your name, I apologize sir, but
23 we did make that correction. If anything is misspelled,
24 if anyone is missing from the Committee list, if you would

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 be so kind as to let me know either tonight or via e-mail,
2 that would be great and I'd be happy to update that. Most
3 of the contact information I have, if I did not have your
4 card, was gleaned from the internet. So it may or may not
5 reflect your current contact information. So we do want
6 to be as accurate as possible, if there are corrections
7 please let me know.

8 Also within the packet is the draft working
9 document for the Crosswalk. That goes back to the idea of
10 working collaboratively, which is another area that ONC of
11 course is continuing to emphasize and even emphasized in
12 our last phone call with them last week. This does give
13 you -- it's an excellent document that Sarju Shah put
14 together. It gives you an idea of where we have some
15 commonalities between e-Health Connecticut, DSS and DPH,
16 and we can leverage some of those commonalities and work
17 together to achieve the goals of each organization.

18 CHAIRMAN GALVIN: I'm going to stop you for
19 a minute and tell you what the message I've gotten from
20 the federal government is. I'll call it a black box kind
21 of message and not the kind physicians are familiar with.
22 What they would like to have happen is, they consider
23 Connecticut a node, not the kind of nodes that physicians
24 would be concerned about either. And what they're

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 concerned about is having this node called Connecticut,
2 which has one percent of the national population. And
3 it's an it'sy bitsy state sandwiched in between two big
4 states. And so what they want from us is they want this
5 node that sends them all the information they want and on
6 a wire, let's just say a black wire just to take my
7 analogy a little further. And they'll send you back all
8 the information that they want you to have on a green
9 wire.

10 So to put it bluntly, they really don't
11 care what happens as long as the information gets
12 exchanged and as long as it's in a format so that
13 everybody else in the whole country can understand it. So
14 they don't really care who does it. To them this is just
15 this great big black box and it's full of people and
16 organizations but if the information comes out and goes in
17 without a hitch they don't give a hoot about who's inside
18 the box. So there's a couple of important points about
19 that. One is that just remember, we're a very small
20 state. We have very big neighbors who are quite far ahead
21 of us in this program. That's number one.

22 And number two, the feds seem to be very
23 cognizant of when there's dissention around health
24 informatics. And maybe you could say that in another way.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: No, I think you stated it
2 quite well.

3 CHAIRMAN GALVIN: Yeah, they don't like
4 that. You know, they want everybody to be -- you know,
5 this -- when they take the top off the black box they look
6 inside, they see this visually as a great big sandbox and
7 everybody is playing really nice. And they get upset when
8 they think that we're not playing nice, that one of the
9 other agencies or organizations or whatever you want, or
10 coalitions in the state is trying to elbow another one
11 out. And they respond to that kind of thing by not being
12 very anxious to fund you because they control the purse
13 strings.

14 So it's important that we have a functional
15 coalition. It's also important for us to get off to a
16 very quick start. There's a new administration coming in,
17 in less than a month they'll be operational, right after
18 the first of the year. Some of us sitting here at the
19 table will -- may or may not be here according to what the
20 new administration would like us to do. Mr. Wollschlager,
21 where are you? There he is. Warren is retiring and
22 Warren has been one of the prime movers here. We have a
23 lot of other great people, Jill and Meg and Sarju and all
24 kinds of really good people. Do I know where I'm going to

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 be after the first of the year? No I don't, and it
2 depends on who gets elected and what -- who they would
3 like to be Health Commissioner. It could be me, it could
4 be other people.

5 When I go, Lynne goes. We're linked. She
6 and I and the Deputy are the only at-will employees in the
7 agency. So you may have a whole new crew here. I have no
8 idea -- if I'm not the Health Commissioner, I have no idea
9 who might be the Health Commissioner and I have no idea
10 whether that individual would have an interest in HIT or
11 would delegate that. Now, when you delegate something it
12 brings it down a step so instead of dealing with the
13 person who makes the decisions or talks to the Governor,
14 you're dealing with somebody who has to talk to somebody
15 else then talks to the Commissioner then talks to the
16 government. And that's always -- with this stuff the
17 further up the tree we can get the better off we are.

18 Go ahead.

19 MS. TOWNSHEND: Thank you. In terms of the
20 orientation materials, that really is it with the
21 exception of three items which are agenda items as we move
22 forward. Are there questions with regards to the
23 orientation materials or comments at this point?

24 Hearing none I will move on to the HITE/CT

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Board of Director's By-Laws, which was sent to you a week
2 ago. And I'm going to defer to Marianne Horn, who's the
3 legal counsel for DPH, with regard to this. And I think
4 she's the main author of this piece to go over that with
5 you.

6 MS. HORN: Thank you Lynne. I am an
7 attorney for the Department of Public Health. And what
8 I've done here is pull together from some other samples of
9 quasi public State agency's By-Laws that I felt would give
10 a good overview, broad powers, to this entity. I'm really
11 not authorized to provide legal advice to a quasi public
12 State Agency but I've drafted this to give us something to
13 react to and some place to start.

14 Ideally we would have a motion today to
15 adopt these By-Laws but I'm interested to walk you through
16 them first and then hear where you think there should be
17 some amendments and -- they basically take us through the
18 membership, who's on the Board of Directors, and that just
19 mirrors the law. These By-Laws contain two additional
20 officers in addition to the Chair Person, who is the
21 Commissioner of Public Health or his designee. We have a
22 Vice Chair and a Secretary who can step in and do whatever
23 is needed in the absence of the Chair or be given such
24 other powers as the Chair would give these officers.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 One question I had was whether we would
2 need a Treasurer until we get a CEO and regular staff.
3 These By-Laws do not at this point contain a Treasurer.
4 It outlines the meetings. Generally we'll be meeting once
5 a month. It does outline a process for special meetings
6 should we need meetings in between.

7 CHAIRMAN GALVIN: Marianne, excuse me for a
8 moment. The record should reflect that Dan Carmody and
9 Lisa Boyle have joined us. We have two people on the
10 phone, at least two people on the phone.

11 MS. HORN: Ahum.

12 MS. TOWNSHEND: That we're aware of.

13 MS. HORN: Both members of the public. As
14 the Commissioner mentioned, that missing three consecutive
15 meetings or half of the meetings scheduled in a calendar
16 year will result in you being deemed to have resigned.
17 We'll try to give you a heads-up if you get close to that
18 but please be aware that we don't want that to happen.

19 MR. MASSELLI: Can attendance occur by
20 telephone?

21 MS. TOWNSHEND: Yes.

22 MS. HORN: Yes, attendance can occur by
23 telephone. Attendance cannot occur by e-mail and the
24 Committee should be aware that e-mailing back and forth on

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 matters that are of issue to this Committee would
2 constitute a meeting and is not allowed under the Freedom
3 of Information Act.

4 MR. MASSELLI: How about by Twitter?

5 MS. HORN: I don't know -- you know, all
6 these things keep moving (laughter).

7 MR. MASSELLI: Different meetings.

8 MS. TOWNSHEND: Well, I think that has to
9 do with when there's a group mailing for example and there
10 starts to become conversation with the reply all usage --

11 MS. HORN: Yes.

12 MS. TOWNSHEND: -- in particular.

13 MR. CARR: But we can do individual?

14 MS. TOWNSHEND: You mean you're allowed to
15 talk to Mark by e-mail, no problem.

16 MS. HORN: Yeah, it tends to happen when we
17 send something out that will be discussed in a meeting and
18 people just get excited and start just talking about it
19 electronically and the public can't observe that and they
20 can't plug into it, so it's not allowed.

21 Let's see, conflicts of interest -- it's
22 contained both in the statute and in these By-Laws, and
23 certainly in the Code of Ethics and basically you want to
24 just avoid acting in situations where you would have a

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 direct financial interest in the outcome one way or the
2 other for you or your immediate family. And we also look
3 to the appearance of that kind of conflict and hope that
4 that would be avoided. We're certainly here, I will not
5 be here but when you get around to getting legal counsel
6 and appointing an ethics liaison for the agency, those
7 would be your primary contacts. There are certainly --
8 I'll go into the ethics a little bit more under another
9 agenda point. I'm just walking through the By-Laws here.

10 Let's see, we did attendance, a quorum is a
11 majority of the members who are seated. At this point we
12 are missing two members from a full Committee and we don't
13 count the members who are non-voting. So at this point we
14 are taking the 16 members who are appointed for the
15 quorum. And then votes have to pass by a majority of
16 those members in attendance. So you have to have your
17 quorum and then you have to have any vote reflecting the
18 majority of those in attendance unless it's otherwise
19 specified in the By-Laws.

20 CHAIRMAN GALVIN: So, I'm going to
21 interrupt you Marianne. So to put a little bit of a finer
22 point on it, it's a 16 person Committee. If eight people
23 show up we have a quorum. If an item is passed by five
24 people, it's passed. So that's a third of the total

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 membership, a little less than a third. So that's why
2 it's important to be here because something could --
3 something that you didn't really want to have happen could
4 happen because we don't have enough voters.

5 MS. HORN: I did put an item in the By-Laws
6 about Committees and those of you who are on the Advisory
7 Committee and have moved over know that we had
8 Subcommittees that followed the domains that were in the
9 ONC grant guidance. And those were a Governance
10 Committee, Legal and Policy, Business and Technical,
11 Technical Infrastructure and Finance Committee. So I have
12 those listed as possible Committees. Those Committees
13 except for the Governance Executive Committee contain
14 members from -- experts from the public, and so we really
15 have two different kinds of Committees here.

16 One would be comprised of members of the
17 Board only and then Committees that would be comprised of
18 members -- at least two members of the Board of Directors
19 and then additional people from the outside who bring
20 expertise to bear on the issue. And this Board would need
21 to vote on those Subcommittees, adopt those Subcommittees,
22 so we can just set that aside for now. I don't know
23 whether that's an action point you want to do today to
24 continue those Subcommittees or whether you want to have a

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 little more time to put the membership together and think
2 about it, so.

3 MS. BOYLE: I would move that we actually
4 adopt these Committees, at least to start, so that they
5 can continue to work.

6 MR. DANIEL CARMODY: I'd second that.

7 MR. MASSELLI: Do we do that after we do
8 the By-Laws first? The By-Laws and then this or does it
9 matter?

10 MS. HORN: It doesn't matter.

11 MR. MASSELLI: Okay, good.

12 CHAIRMAN GALVIN: Okay, there's a motion on
13 the floor and that motion is to accept the existing
14 Committees as they are presently defined. Can you go over
15 what those are first please?

16 MS. HORN: They are attached to our
17 attendance sheet that was handed out in the packet and the
18 Committees themselves --

19 CHAIRMAN GALVIN: Well, while Marianne's
20 doing that in order -- you don't have to have a senatorial
21 or a gubernatorial appointment to serve on the Committee.

22 MS. HORN: No, absolutely not. And we
23 would welcome anybody on the Committee who has an interest
24 in joining the Committee to let the Chair know.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 CHAIRMAN GALVIN: We also have found that
2 if you let the Committees get too big -- you know, if you
3 have 15 people all trying to discuss one topic it gets
4 really unwieldy. So the best thing to do is to keep the
5 Committees relative to probably 10 or less, that seems to
6 work best, of people who are involved, and once again, are
7 going to show up. So you know, if Ron Buckman and I have
8 a Committee and nobody else shows up and we sit there and
9 look at each other for an hour, that's not going to help.

10 MS. HORN: Okay.

11 CHAIRMAN GALVIN: But reasonable size and
12 you want to select people whose subject expertise or is
13 going to participate. And I always ask people -- you
14 know, I'd really love to have you. You know Mark
15 Masselli, if he accepts a commitment to be on a Committee
16 he always shows up unless there's something very, very
17 urgent. And a lot of the others -- Tom.

18 But I always say to people look, I really
19 need you -- oh, I'd love to be on the Committee. And I
20 always say something like I really need you to tell me are
21 you going to show up for the meetings? Well, I can't
22 really make most of them because I have a Mahjong lesson
23 at 5:00 that day. And I just say gee, thanks a lot. Okay
24 --

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. CARMODY: Is it all the people who are
2 on the Committee or just the members from this that you
3 are asking?

4 MS. HORN: No, all of the members on the --

5 MR. CARMODY: All the members.

6 MS. HORN: -- we can revisit that at a
7 subsequent meeting but the Governance Executive is a
8 standing Committee comprised of members of this group who
9 are the heads of the domains. So those five domains are
10 on the Governance Executive Committee.

11 And Legal and Policy, Lisa Boyle has been
12 Chairing that one and I don't know that I can name the
13 Chairs of all of the other ones -- Business and Technical
14 Operations, Tom Agresta; Technical Infrastructure, Peter
15 Courtway; and Finance Committee has been Dan Carmody. Now
16 do you have other members from this Board of Directors on
17 your Board? We need --

18 MR. CARMODY: Kevin's been on the Finance
19 Committee.

20 MS. HORN: Okay. We need two members,
21 Peter --

22 MR. PETER COURTWAY: John's been the --

23 MS. TOWNSHEND: John's been on --

24 MR. JOHN LYNCH: I've been both the Policy

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 and Technical.

2 MS. HORN: Okay, and you're willing to
3 continue?

4 MR. LYNCH: Yes.

5 MS. HORN: Okay --

6 MR. COURTWAY: Just the one --

7 MS. HORN: -- Peter, okay we need an
8 additional person for the Technical Infrastructure
9 Subcommittee from the Board of Directors.

10 MR. COURTWAY: Tom, I don't know if you
11 have any interest.

12 DR. AGRESTA: Interest, yes. I'm not sure,
13 let's talk. At least to initially start, I'd say yes.

14 MR. COURTWAY: Okay.

15 MS. HORN: Okay, very good. Okay, so --

16 CHAIRMAN GALVIN: Yes John?

17 MR. LYNCH: Can you explain a little bit
18 more about the Governance Executive Committee? You said
19 the five Committees, I only see four others so is it
20 really just four that are in the Executive Committee?

21 MS. HORN: I believe we did have another
22 Subcommittee that was --

23 MR. MASSELLI: Special Interest --

24 MS. HORN: -- Special Population, so Mark

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Masselli was heading that one up and I don't have that one
2 on the list. I would be happy to add it back in. It
3 didn't seem to be a Subcommittee that we were going to
4 continue with but I don't know that we made a decision
5 about that.

6 MR. LYNCH: Well -- you know, it certainly
7 came out of the Department's interest of representing.
8 I'm certainly happy to continue it going but I don't think
9 it had found necessarily it's roots.

10 MS. HORN: Well, we can always add to this
11 list.

12 MR. LYNCH: Yeah.

13 MS. HORN: This is just something that I
14 was throwing out to put into place what we had from the
15 Advisory Committee moving over so that we could continue
16 and not lose any time. We have a Legal and Policy
17 Committee meeting booked for November 5th and we'd like to
18 feel that we're legally going forward as we continue our
19 work there.

20 MR. LYNCH: Following up with the
21 Governance Executive Committee, it's four then. Are those
22 -- there's nothing in the By-Laws that really talks about
23 the Executive Committee and the ability to act in between
24 sessions, you know, month to month-to-month. It's a long

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 time where a lot of things have to happen and are there
2 plans for what's going to happen between now and the next
3 meeting for example? Is it the Executive Committee, do we
4 need to have that in the By-Laws? How does that --

5 MS. TOWNSHEND: That's a good question.

6 MS. BOYLE: I would add it. I would
7 recommend that we add it. I mean, there's certain things
8 at least under the corporate laws that an Executive
9 Committee can't do, but there's breadth of like what they
10 can do. I think we should add it.

11 MS. TOWNSHEND: And don't forget you will
12 at some point have staff that will carry out the day-to-
13 day operations that's certainly not the decision-making.
14 So there will need to be some sort of decision-making
15 body.

16 CHAIRMAN GALVIN: Well, it would seem to me
17 that if we wait to try to do business on a month-to-month,
18 two or two and a half hour meeting basis, we're not going
19 to get very far.

20 MS. HORN: Correct.

21 CHAIRMAN GALVIN: And so we will need an
22 Executive Committee to execute the will of the entire body
23 of Directors, and that Executive Committee will of course
24 have to instruct the Chief Executive Officer as to what

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 the Authority wants done. So I think one of the things we
2 need to do is to establish that as part of our Operational
3 Plan.

4 MS. HORN: Part of the By-Laws.

5 CHAIRMAN GALVIN: Yeah, it was part of our
6 By-Laws.

7 MS. HORN: Okay, and we can add the
8 Executive Committee and Lisa tells me she has a clause
9 that we can just pop in there.

10 MS. BOYLE: It deals with authority between
11 meetings, so we'll bring that back --

12 MR. LYNCH: And I guess I would add that
13 perhaps -- I don't know if we should have the makeup of
14 the Executive Committee, but in addition to the Chairs of
15 the four Committees I would suggest that the three
16 itemized members, the Chairperson, Vice Chairman and
17 Secretary, also be members of that Executive Committee.

18 MR. THORNQUIST: I would assume that the
19 Chair would be the Chair of the Executive Committee?

20 MS. HORN: Yes.

21 MS. TOWNSHEND: The Chair is, yeah.

22 MR. THORNQUIST: Alright, but the Chair is
23 already on the -- I mean, the Chair is on the Executive
24 Committee. You don't need to specifically specify that.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 I mean, I think it's in the -- although if you're going to
2 explicitly state who the Executive Committee is perhaps
3 you should explicitly state the Chair too.

4 MR. LYNCH: But he's currently on there.

5 MS. HORN: Okay, you can add that. A
6 Personnel Search Committee, would that be something that
7 you would want added in at this point?

8 MS. TOWNSHEND: Which goes right to agenda
9 Item No. 6.

10 MR. THORNQUIST: Is that separate from --

11 MR. RONALD BUCKMAN: That wouldn't have to
12 be in the By-Laws.

13 MS. TOWNSHEND: It could be.

14 MR. THORNQUIST: If we're going to have a
15 Search Committee we'll decide on a Search Committee --

16 DR. BUCKMAN: But that should be separate
17 from the By-Laws.

18 MS. HORN: Okay.

19 DR. BUCKMAN: That would be a standing
20 Committee --

21 MS. BOYLE: A standing Committee is what
22 you're saying.

23 MS. TOWNSHEND: Right.

24 MS. HORN: Okay.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. THORNQUIST: Right.

2 MS. BOYLE: It's an Ad Hoc Committee that
3 we form for that purpose.

4 DR. AGRESTA: In the By-Laws is there the
5 capacity to do Ad Hoc Committees as structured now?

6 MS. HORN: Yes, these Committees can -- you
7 can add to this list. This is not an exclusive list.

8 DR. AGRESTA: And is the -- can we create
9 the Ad Hoc Committees to give them authority to take
10 action or make recommendations? I mean, do we have -- how
11 much latitude do we have with regards to that?

12 MS. HORN: Well, you'd have to come back to
13 a meeting to add the Committee and the membership.

14 MS. BOYLE: So basically we can -- (i) has
15 the ability to create Committees from time to time. So we
16 would basically come and we would form it at a meeting and
17 pass a resolution regarding the authority of the Ad Hoc.

18 DR. AGRESTA: Okay.

19 CHAIRMAN GALVIN: Okay, now we are going to
20 vote on continuing --

21 MS. HORN: Yes.

22 CHAIRMAN GALVIN: -- the established
23 Committees plus an Executive Committee or are we waiting
24 on definition?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. HORN: If the Committee is willing to
2 accept that, between Lisa and I we'll put together an
3 Executive Committee and the powers of that Executive
4 Committee. We would entertain a motion to adopt these By-
5 Laws as amended with the Executive --

6 MS. BOYLE: And then we'll bring the
7 amended version back at the next meeting to approve the
8 final form because we want to have the actual form. But
9 we'll form the Executive -- the motion will be that we
10 form the Executive Committee now, that we basically set up
11 the Executive Committee. It's actually mentioned in here
12 but we put more detail into the By-Laws about authority
13 between meetings and what the composition of the Committee
14 is and then bring the By-Laws back at the next meeting for
15 a final vote of the actual language.

16 MR. THORNQUIST: So you want a motion for
17 an Ad Hoc Governance Committee --

18 MS. BOYLE: No, a standing Committee. It's
19 actually listed in No. 3.

20 MR. THORNQUIST: But -- well yeah, but
21 we're creating a Committee --

22 MS. BOYLE: Well we could actually -- we
23 can describe --

24 MR. THORNQUIST: -- to stand in until the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 --

2 MS. BOYLE: Well we'll describe -- we
3 describe this -- we already described it --

4 MR. THORNQUIST: Alright.

5 MS. BOYLE: -- so it's basically the Chairs
6 of the standing Committees, which are Legal and Policy,
7 Business and Technical Operations, Technical and Finance
8 and the Chair of the Authority. That would be the
9 proposal for the composition --

10 MS. TOWNSHEND: And the Secretary.

11 MS. BOYLE: -- and the Secretary.

12 CHAIRMAN GALVIN: Marianne, could you
13 restate that so everybody knows what we're going to vote
14 on?

15 MS. HORN: Okay. We are at this point
16 voting to add to the wording in these By-Laws that there
17 will be an Executive Committee, and we are going to add to
18 this Committee the authority to act between meetings and
19 that the Committee will be comprised of the three officers
20 including the Chair, the Vice-Chair and the Secretary --
21 and the Chairs of the four Committees, the four standing
22 Committees.

23 DR. AGRESTA: Can I ask that we revisit
24 your question about whether a Treasurer was needed --

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. HORN: Yes.

2 DR. AGRESTA: -- and that we have a
3 discussion about whether that in fact should be named or
4 at least have an interim Treasurer till there's some Chief
5 Financial Officer or something in authority?

6 MS. HORN: Can we just take a vote on this
7 motion? Is that --

8 MS. BOYLE: I think though if --

9 DR. AGRESTA: It's relevant because I think
10 the issue is --

11 MS. BOYLE: -- I think though that you
12 would add that to the --

13 DR. AGRESTA: -- you'd have to add the
14 Treasurer to the Executive Committee.

15 MS. HORN: Oh okay, alright -- yes,
16 alright.

17 MS. BOYLE: So I guess discussion on
18 whether we want to have a Treasurer right?

19 MS. HORN: Yes.

20 MS. BOYLE: I mean, is it --

21 DR. AGRESTA: Or whether you empower
22 somebody in that --

23 MS. BOYLE: To serve that function.

24 DR. AGRESTA: -- to serve as Treasurer.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. HORN: Yeah, there are two ways we
2 could -- we could take the existing officers, which we
3 have yet to appoint, the Vice-Chair or the Secretary, and
4 give them the role of a Treasurer. Or we can put a
5 Treasurer in there until such time as we actually have
6 somebody onboard who would play that role because there
7 will be some funding hopefully coming from the Department
8 of Public Health to this entity to get you folks up and
9 running with your own legal staff to begin with and make
10 sure that everything is done appropriately.

11 CHAIRMAN GALVIN: Okay, I'm going to call a
12 vote on this so we all know what we're voting on.

13 DR. BUCKMAN: No --

14 MS. BOYLE: No --

15 DR. BUCKMAN: -- no, because we just
16 started a discussion on the Treasurer --

17 MS. HORN: We just started discussion on
18 the Treasurer --

19 MS. BOYLE: Alright.

20 DR. BUCKMAN: -- so I think that certainly
21 at this stage it would probably be more efficient shall we
22 say, to include the Treasurer's duties as far as the Vice
23 President and just make it Vice President/Treasurer. And
24 then we can always have the option later on if necessary

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 to divide it up.

2 MS. HORN: Okay, at this point the duties
3 of the Vice Chair says in the absence or incapacity of the
4 Chairperson the Vice Chairperson shall perform all the
5 duties and responsibilities of the Chairperson.

6 MS. BOYLE: So --

7 MS. HORN: We should add something in there
8 that would indicate that --

9 MS. BOYLE: -- I mean, it seems to me that
10 we're -- this is a working session on the By-Laws. I
11 mean, we want to get certain things done today but I think
12 we're going to have to come back with a final version of
13 it. So I would -- you know, for example I think we should
14 add detail that says -- you know, adds those functions so
15 it's not just obviously that they serve on behalf of the
16 Chair when their unavailable.

17 MS. HORN: And you have the language?

18 MS. BOYLE: Ahum.

19 MS. HORN: So are we tabling the motion?

20 MS. BOYLE: Well, I think what we'd like to
21 probably do is put some of the nuts and bolts in place so
22 that we can continue to operate and the Advisory
23 Committees can go forward and we can get the things done
24 recognizing that the By-Laws are going to have to be

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 approved again, ratified with the exact language. Because
2 otherwise, there's too much time in between to not have
3 anything in place.

4 MS. HORN: True.

5 DR. BUCKMAN: Just a clarification. I'm
6 trying to remember, the only motion we have right now is
7 on the Committees correct?

8 MS. HORN: Yes.

9 DR. BUCKMAN: Not the entire By-Laws.

10 MS. TOWNSHEND: Correct.

11 DR. BUCKMAN: Okay so the only motion on
12 the floor is we're discussing those Committees?

13 MS. BOYLE: The formation of those
14 Committees.

15 DR. BUCKMAN: Okay.

16 MS. HORN: And whether or not they will
17 include the Treasurer.

18 MS. BOYLE: And the composition of the
19 Committee -- the Executive Committee. Those are the two
20 things we've talked about so far. Setting the --
21 establishing the Committees, the composition of the
22 Executive Committee and whether -- and it's empowerment to
23 act in between meetings.

24 DR. BUCKMAN: Okay.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. BOYLE: Those are the three --

2 DR. BUCKMAN: So whoever made the motion
3 did not --

4 MR. CARMODY: Lisa makes the motion so she
5 has to --

6 DR. BUCKMAN: You made the motion, you have
7 to amend your motion to include the Executive Committee
8 and whatever --

9 MS. BOYLE: To include the Treasurer --
10 Vice Chair/Treasurer.

11 DR. BUCKMAN: -- well no, to include the
12 Executive Committee because that wasn't part of the
13 original motion.

14 MS. HORN: No, but --

15 MS. BOYLE: It actually was.

16 DR. BUCKMAN: If you amend --

17 MS. BOYLE: It was.

18 MS. HORN: It was --

19 MS. BOYLE: It's actually in the By-Laws
20 too, the Executive Committee.

21 MS. HORN: The Executive Committee -- the
22 issue here was, was one of the officers of that -- of the
23 corporation going to be part of that Executive Committee
24 and it sounds like we are not going to make that change.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 We're going to have the existing -- the officers as listed
2 in the By-Laws as they're written, the Vice Chair and the
3 Secretary be those officers, and the Chairperson on the
4 Executive Committee. What we are going to do is add
5 language to the Vice Chair responsibilities that will be
6 Treasurer-like.

7 DR. BUCKMAN: But we're also adding to the
8 Executive Committee the four Committee Chairs right?

9 MS. HORN: That was in the motion, yes.

10 MS. BOYLE: So the Executive Committee --
11 let's kind of walk through it okay? We'll try to take it
12 in pieces. The motion is that we establish -- so just to
13 kind of be very basic about it, is that we establish the
14 following Committees: an Executive Committee, a Legal and
15 Policy Committee, a Business and Technical Operations
16 Committee, a Technical Infrastructure Committee and a
17 Finance Committee; that the composition of the Executive
18 Committee will be the officers of the corporation which
19 are the Chair, the Vice Chair/Treasurer and the Secretary
20 plus the Chairs of the Legal and Policy Committee,
21 Business and Technical Operations Committee, Technical
22 Infrastructure Committee and Finance Committee.

23 DR. BUCKMAN: Now call the question -- move
24 to call the question.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: Do we have a second?

2 CHAIRMAN GALVIN: Does everybody
3 understand?

4 DR. BUCKMAN: Second.

5 CHAIRMAN GALVIN: We have a second and
6 everybody understands what we're going to vote on, so all
7 in favor of the discussed matters of the Committees and
8 Executive Committee indicate by saying Aye.

9 VOICES: Aye.

10 CHAIRMAN GALVIN: Opposed? The Ayes carry,
11 motion is adopted.

12 MS. TOWNSHEND: Excellent.

13 CHAIRMAN GALVIN: Thank you Lisa that was a
14 very nice summary.

15 MS. HORN: So moving over to the --
16 continuing the discussion on the officers, we would have
17 the Chairperson, Vice Chairperson and the Secretary and
18 eventually the Chief Executive Officer as officers. We
19 are going to add language to the Vice Chairman/Treasurer
20 for the next iteration of these By-Laws. We go through --
21 any further comment on those? Okay.

22 The Chief Executive Officer, those
23 authorities are outlined in the By-Laws.

24 MS. PARKS-WOLFE: Question on the Chief

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Executive Officer, I didn't really follow what that was
2 accomplishing if you could summarize it?

3 MS. TOWNSHEND: The position?

4 MS. PARKS-WOLFE: No, the -- No. 407.

5 MS. HORN: Just establishing what the
6 duties are of the CEO?

7 MS. PARKS-WOLFE: I was very involuted and
8 I wasn't quite sure what was being said.

9 DR. AGRESTA: I think it was the same
10 question I raised too by e-mail --

11 MS. BOYLE: It's basically -- I mean, I
12 think the language is intended to be a deemed an authority
13 kind of a clause. You know, that they basically are
14 deemed to -- you know, by virtue of their signature
15 they're deemed to have been -- I mean, I'm not advocating
16 for it. I'm just explaining what the clause I think does.
17 You know, that their signature is deemed to be -- you
18 know, suggest authorization.

19 DR. AGRESTA: Okay, can you bring that into
20 like an example what that means? I mean, just capable of
21 signing on behalf of the Authority is that what you're
22 saying?

23 MS. BOYLE: Right.

24 MS. HORN: That's right, their signature is

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 binding on the Authority.

2 MS. BOYLE: It's the day-to-day --

3 DR. AGRESTA: Okay.

4 CHAIRMAN GALVIN: Yes John.

5 MR. LYNCH: Typically By-Laws will have
6 two, three people who can sign contracts, sign whatever,
7 and especially since the CEO is not --

8 MS. HORN: A member of the Board.

9 MR. LYNCH: -- in place and may not be in
10 place till whenever. Do we need to have someone else,
11 group, whatever, designated as ability to sign?

12 MS. TOWNSHEND: We're going to get to that
13 in agenda Item No. 7.

14 MR. LYNCH: Okay.

15 MS. HORN: They could be done in the By-
16 Laws, they could be done through Resolutions.

17 MS. BOYLE: I'm more typically seeing it in
18 Resolutions.

19 MS. TOWNSHEND: Further discussion?

20 MS. HORN: Okay, the election of officers
21 could probably happen today. Another item, office of the
22 Vice Chairperson and Secretary. It says here they should
23 be filled annually at the first meeting, so this is our
24 first meeting. It's in each fiscal year by majority vote

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 of the Board. So in terms of a Vice Chairperson --

2 MS. BOYLE: Well, do we want --

3 MS. HORN: -- I'm sorry, okay fine, let's
4 just work our way through then. That's the process for
5 doing it and I'm sorry, I'm getting ahead of myself. And
6 signature authority is addressed in here in 407; the
7 officers of the Authority shall have such signature
8 authority as is provided from time-to-time by Resolutions
9 of the Board. And that way we know exactly what they're
10 being authorized to sign.

11 It goes through meetings, special meetings,
12 the legal requirements. There's certain requirements
13 under Freedom of Information and open meetings and --

14 MR. CARMODY: I do have a question on the
15 signing authority. Is it that any one of the officers can
16 sign or do you need a dual signature?

17 MS. BOYLE: You know what, looking at the
18 language I think we should probably tighten it up because
19 usually each of the officers acting singly. That's a
20 little more precise as opposed to like -- I mean, in terms
21 of I think that's what it was intended to be but now it
22 says the officers, which suggests that they'd all have to
23 sign which is probably not what the meaning is.

24 MR. CARMODY: Well, do you want to at least

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 have just -- have at least two sign?

2 MS. BOYLE: Or like a threshold or -- I
3 mean, there's a number of different ways you can go on
4 that I think we should discuss.

5 MR. CARMODY: At a minimum I think it
6 should either be a threshold or at least you should have
7 to have two in signing authority. You shouldn't have
8 anybody really signing individually by themselves.

9 MS. HORN: No, absolutely.

10 MR. CARMODY: That creates bonding and
11 that's just not appropriate.

12 MR. THORNQUIST: It does allow for under
13 constraints of Resolutions by the Board. So, the details
14 of who would sign and how they would sign would be a
15 Resolution. So you don't need to change the By-Laws per
16 se for that but --

17 MR. CARMODY: That's fine, okay.

18 MR. THORNQUIST: -- yeah.

19 MS. BOYLE: Were you making a motion that
20 two signatures be required for everything -- two officers
21 sign?

22 MR. CARMODY: I would like that over a
23 certain threshold or however -- if you're saying you want
24 to do -- I just don't think -- I think having one person

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 signing I think is inappropriate especially in a public
2 agency.

3 MS. BOYLE: So the concept would be absent
4 a Resolution that authorizes an individual, two officers
5 would have to sign.

6 MR. CARMODY: That's what I'd like to say.
7 So I make a motion that on By-Law No. 407 be amended to
8 reflect that it needs at least two officers of the
9 Authority to sign as provided from time-to-time by
10 Resolution of the Board.

11 MS. BOYLE: Second?

12 MR. THORNQUIST: Do you want to put an
13 exception for a specific project by Resolution?

14 MS. BOYLE: I think an exception for a bi-
15 resolution it could be one.

16 MR. THORNQUIST: That is if we decide that
17 we want to go ahead and get a project done and it's more
18 expeditious if we just have the Vice Chair signing for it
19 when it comes up because it's his field of expertise or
20 whatever, do you want to have that ability --

21 MR. CARMODY: You could do that at the time
22 of the Resolution though couldn't you?

23 MR. THORNQUIST: Well unless you allow an
24 exception in this, you've just made it binding that it had

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 to be two.

2 MS. BOYLE: Right, if you don't have an
3 exception then it would always be two. And so I think it
4 makes sense to say unless you -- you know, by Resolution
5 --

6 CHAIRMAN GALVIN: -- registered mail or for
7 \$100 dollar expenditures?

8 MR. THORNQUIST: That's what I'm saying.
9 If there are certain things that you're going to allow one
10 officer to sign for you need to have an ability to do
11 that, but the language that you proposed wouldn't allow
12 that.

13 MR. CARMODY: I'm fine with amending it.

14 MR. THORNQUIST: Yeah, I'm not -- it's --

15 CHAIRMAN GALVIN: Dan, I think you talked
16 about a limit, you know.

17 MR. THORNQUIST: Right --

18 CHAIRMAN GALVIN: And maybe that limit
19 should be like, I don't know, like \$300 or \$400, \$200,
20 whatever you want to make it so that somebody doesn't --
21 you know, like you need two officers to pay for lunch for
22 three other people.

23 MS. HORN: Right. I have seen By-Laws
24 where they spell out exactly what can be done to what

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 level.

2 MR. CARMODY: It's always usually
3 contingent upon the size of a budget. I mean you know, on
4 certain Boards I've had, I've had \$30 million worth of a
5 budget so giving somebody authority up to \$25,000 wasn't
6 unusual. But if you're talking about a \$6 million, you
7 know, having something below \$1,000 is probably --

8 CHAIRMAN GALVIN: It's a reasonable figure.

9 MR. CARMODY: -- it's a reasonable amount.

10 DR. AGRESTA: I think you need to have
11 equipment -- I mean, I think you may not want to get into
12 \$1,000 because that gets into -- you know, even a computer
13 -- you know, one type of equipment. But you may want to
14 think about \$5,000 or \$10,000 as the -- you know, I've
15 seen things get kind of crazy over \$1,000 where it's
16 taking \$5,000 of signing to get \$1,000 worth of work done.
17 And I think we don't want to get into that either.

18 MR. CARMODY: No.

19 MR. THORNQUIST: I would submit that those
20 are the specifics of the Resolution that we're enabling
21 here rather -- I mean, this is just the By-Laws. If you
22 want to put all that detail in the By-Laws you can --

23 MR. CARMODY: That's why I think -- I'm
24 fine with where you were going with just the exception and

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 then you can put it --

2 MS. BOYLE: So then we could pass a
3 Resolution --

4 MR. CARMODY: -- and then you could pass a
5 Resolution --

6 MS. BOYLE: -- conceivably that has some
7 smaller amount that would be an ongoing Resolution.

8 MR. CARMODY: And so I amend my motion --

9 MS. BOYLE: You know what I mean, to try to
10 get to get to the flexibility.

11 MR. CARMODY: -- I amend my motion as
12 proposed.

13 DR. BUCKMAN: So do we have it in the By-
14 Laws -- we're saying that we're going to have it in the
15 By-Laws that it takes two officers --

16 MS. HORN: Yes.

17 DR. BUCKMAN: -- with only one CEO?

18 MS. BOYLE: A little bit of a glitch
19 between the language in the CEO section and the --

20 MR. CARMODY: Yeah, actually that's a good
21 point because the CEO has a lot of signing authority that
22 I'm not quite sure --

23 DR. BUCKMAN: Right, so maybe we need to
24 also amend that it's the CEO plus one officer?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. CARMODY: Well --

2 DR. BUCKMAN: With the similar language?

3 MS. BOYLE: Yeah, yup.

4 DR. BUCKMAN: That it can be affected by
5 Resolution?

6 MS. BOYLE: Yup.

7 MR. THORNQUIST: Well, you know, you'd have
8 to make a change here because he's listed as an officer so
9 he would be covered by the agency as an officer but you
10 say he has individual signatory --

11 MS. BOYLE: Yeah, I mean that is a little
12 bit of a conflict between 5 and 401. So do we take this
13 away?

14 MS. TOWNSHEND: Do you want to restate the
15 motion as amended?

16 MR. CARMODY: Do you want me to -- let me
17 just ask you, do you want me to amend 407 or are you going
18 to modify 405?

19 MR. THORNQUIST: Well if you modify 407 in
20 the way you suggested, you're going to have to modify 405.

21 MS. BOYLE: Right, 405 right now is --
22 would be --

23 MR. CARMODY: Why don't we just separate
24 them? So why don't we modify the motion that I made to

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 reflect that two officers of the Authority shall have such
2 signing authority as provided from time to time by
3 Resolutions of the Board and what do we want to add as --

4 MR. THORNQUIST: Unless otherwise
5 authorized by Resolution.

6 MR. CARMODY: -- unless otherwise
7 authorized.

8 MR. THORNQUIST: I'll second it, although I
9 think it's already been seconded.

10 MS. TOWNSHEND: Discussion? Do I hear a
11 motion to vote? Second? All those in favor of the motion
12 as amended say Aye?

13 VOICES: Aye.

14 MS. TOWNSHEND: Opposed? Ayes have it.

15 MR. COURTWAY: So if we have that is 405(5)
16 irrelevant? Is it still necessary or should we move 405
17 --

18 MS. BOYLE: You know what -- I mean, I
19 think 405(5) is most -- is intended -- I know it's not
20 drafted, you know, tightly, but to be basically a
21 presumption that the signature is -- you know, that they
22 have the right to sign things. You know, I think it's a
23 little different probably than that other section. You
24 can just delete it and then when we have a CEO decide what

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 we're going to give them in terms of authorization.
2 There's nothing that says you have to have that clause in
3 the By-Laws. I would actually move that we delete that
4 paragraph, subparagraph 5 --

5 MR. COURTWAY: Second.

6 MS. HORN: I think it's confusing.

7 MS. TOWNSHEND: Discussion? Do I hear
8 anyone call for a vote?

9 DR. AGRESTA: Call for vote?

10 MR. COURTWAY: Call.

11 MS. TOWNSHEND: Second?

12 DR. AGRESTA: Second.

13 MS. TOWNSHEND: Thank you, all those in
14 favor of the motion say Aye.

15 VOICES: Aye.

16 MS. TOWNSHEND: Opposed? The Ayes have it.

17 MS. HORN: Okay. The rest of the By-Laws,
18 we could go through the meetings, special meetings,
19 executive sessions, the personnel and procurement
20 policies, all these say is that they -- the Director shall
21 establish from time to time the rules and regulations on
22 this. So those would come later. Financial information,
23 fiscal year, budget, Director expenses, this is also under
24 the Ethics code and in the statute that members of the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Board of Directors could be entitled to reimbursement for
2 actual and necessary expenses incurred during the
3 performance of their official duties in accordance with
4 the Authority's travel policy and expenses reporting.

5 Again, something that will need to be
6 developed down the road although there is certain
7 precedent in other State entities and agencies for what
8 actual expenses are. I think it's in the guide to -- this
9 Guide to Code of Ethics.

10 MR. MASSELLI: And for fiscal year we're
11 comfortable with the state calendar year, we're not
12 worried that we're going to be funded off to the federal
13 fiscal year or --

14 MS. TOWNSHEND: Or the fiscal year for the
15 cooperative agreement, which is different than both of
16 those.

17 MS. HORN: Correct.

18 MR. MASSELLI: Whatever the --

19 MS. HORN: Right, they would just go with
20 --

21 MS. TOWNSHEND: -- state --

22 MR. MASSELLI: -- go to state, ahum.

23 MS. HORN: Indemnification, I know that
24 people have concerns about liability from being on the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Board of Directors and the statute does provide that
2 Directors, Officers and employees at the Authority shall
3 be indemnified by the Authority as provided in Section 1-
4 125 of the General Statutes, and it does list the kinds of
5 actions not wanton and willful. So ordinary negligence
6 would be something that would be indemnified by the
7 Authority but not -- for activities in the course of your
8 duty as a Board of Director member or an employee but
9 obviously not grossly negligent and that is the standard.

10 The office will have to be established at
11 some point and the records of the Authority need to be
12 kept. The Department Public Health is taking on that
13 responsibility right now to make sure that everything is
14 kept appropriately for the Freedom of Information Laws.

15 CHAIRMAN GALVIN: And just let me interject
16 at this point. I think you need to pay attention to the
17 factor of the indemnification and make sure that the
18 Authority itself covers you for any and all problems that
19 may arise. Now when people get unhappy about things,
20 particularly things where money is involved, then they
21 start to bring forth legal actions and they shotgun. They
22 accuse everybody and it's like if I shoot enough bullets
23 or pellets I'm bound to hit somebody. And it's very
24 uncomfortable when this happens unless you have the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 appropriate indemnification so that people don't decide
2 that they're going to single out Tom or John or somebody
3 and everybody else lawyers up and leaves you out waiving
4 in the breeze.

5 And it happens to us about every other year
6 or so. It's very unpleasant when it happens so I would
7 suggest that we make sure that this is in place. And you
8 may want to have conversations with your own personal
9 legal representative about, what could I expect. And if
10 we were just talking about this organization was funded
11 and founded to take care of Mom and apple pie and the
12 American flag, we'd never get sued. But there's money and
13 power and control involved and so it could very easily
14 happen.

15 MR. COURTWAY: On the issue of DNO
16 insurance, do all of the quasi public private entities
17 separately contract or is there one contract that they're
18 added into?

19 MS. TOWNSHEND: I don't know if all of them
20 do but CI has it and --

21 MR. COURTWAY: Each individually?

22 MS. HORN: You know, I don't know whether
23 they have engaged in joint procurement there. I know CRRA
24 certainly has DNO insurance. The entity that runs the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Civic Center, the Convention Center, I think they have a
2 little bit different arrangement where they actually have
3 indemnification through the State but I don't know that
4 that's something that's a -- that that was a unique
5 situation. So most of the entities, if they can get it,
6 get DNO. It's something this group will have to look
7 into.

8 CHAIRMAN GALVIN: You just don't want to
9 get yourself where you're -- where they say, well maybe
10 the Attorney General will represent you, and maybe he
11 won't. And then if the Attorney General says, well maybe
12 I will or maybe I won't, then you're going to have to go
13 out and hire an attorney and pay them out of pocket.

14 MS. BOYLE: We're going to want DNO
15 insurance, absolutely.

16 MS. HORN: Yes.

17 MS. TOWNSHEND: Yup.

18 MR. COURTWAY: That's only whether or not
19 it makes sense to do it as part of what others -- you
20 know, if they want to send over arching umbrellas or
21 insurance on a particular carrier then it would make sense
22 to line them up. Short of that, if we have to go --

23 MS. BOYLE: I mean, I can't speak
24 authoritatively but I think they all have their own like

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 DNO policies. Like I don't think there's an umbrella like
2 something that's universal for all the quasi publics.

3 MS. HORN: And they all have different
4 exposures. Some have next to none. It would be hard to
5 imagine a situation where they would get sued and others
6 are handling a fair bit of money and others are handling a
7 lot of risk.

8 MR. COURTWAY: Okay.

9 MS. HORN: So that's something we can check
10 on --

11 CHAIRMAN GALVIN: Directly proportional to
12 the amount of money involved.

13 MS. TOWNSHEND: So at this juncture we're
14 looking for a motion to accept the By-Laws as amended.

15 MR. LYNCH: Move to accept the By-Laws as
16 amended.

17 MS. TOWNSHEND: Second?

18 MR. CARMODY: Second.

19 MS. TOWNSHEND: Discussion?

20 MR. CARMODY: The only thing that we -- as
21 they are currently presented didn't have the executive
22 piece in there. You were going to add that in?

23 CHAIRMAN GALVIN: Yeah --

24 MR. CARMODY: Lisa wanted to modify the --

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 do we want to just leave it off right now and then we can
2 add it later and you guys can get it out?

3 CHAIRMAN GALVIN: -- yeah, I think that's
4 what we pretty much --

5 MS. BOYLE: I would suggest that all the
6 other motions that we've already passed, the Resolutions
7 that we already passed would basically be incorporated in
8 the Resolution to adopt the By-Laws subject to those
9 changes. And then when we come back at the next meeting
10 we'll ratify like a clean copy, like a final -- you know,
11 very nice, with all the right language.

12 DR. BUCKMAN: So we need to pass these as
13 interim By-Laws then?

14 MS. BOYLE: Yeah, I think we'd like to have
15 something that's the final By-Laws with these amendments
16 by verbal amendments because in between there could be
17 something that we need a set of By-Laws for, so.

18 MR. MASSELLI: With a sort of colloquy
19 being that we're coming back --

20 MS. BOYLE: We're definitely -- yeah.

21 MR. MASSELLI: -- we're coming back, so.

22 MS. BOYLE: Yeah, with a strong number.

23 MR. MASSELLI: The minutes can just reflect
24 that as well.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: So do we want to amend the
2 Resolution to call them interim By-Laws?

3 CHAIRMAN GALVIN: Well, all By-Laws are
4 subject to revision.

5 MS. TOWNSHEND: True.

6 CHAIRMAN GALVIN: We'll just revise them.

7 DR. BUCKMAN: Something in terms of what
8 kind of vote is needed to amend the By-Laws, is it a
9 simple majority of the quorum?

10 MS. HORN: I think it's a simple majority.

11 MS. BOYLE: Right.

12 DR. BUCKMAN: Simple majority of the
13 quorum?

14 MS. BOYLE: Yup.

15 MR. THORNQUIST: Amendment or repeal, it's
16 a two-thirds --

17 MS. BOYLE: It's a majority -- affirmative
18 of a majority of the quorum of the full Board. So it's a
19 pretty low bar.

20 MS. HORN: The two-thirds is for the
21 special executive session.

22 MR. THORNQUIST: Alright.

23 DR. BUCKMAN: So it's simple majority of
24 the quorum?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. THORNQUIST: Yeah, it's 801.

2 MS. TOWNSHEND: Further discussion? Would
3 someone like to call the question?

4 MR. THORNQUIST: I'll call the question.

5 MR. MASSELLI: Do we need to --

6 MS. HORN: I don't think so, just call the
7 question.

8 MS. TOWNSHEND: Alright, all those in favor
9 of the Resolution please indicate by saying Aye.

10 VOICES: Aye.

11 MS. TOWNSHEND: Opposed? Motion carries.

12 MR. CARMODY: They usually don't have to go
13 to questions if somebody's just nodding and you want to
14 keep moving it along.

15 MS. TOWNSHEND: We do want to keep it
16 moving along. At this juncture in consultation with the
17 Commissioner, we'd like to put on the table the idea of
18 electing a Secretary and a Vice-Chair. And given that we
19 have no precedent or protocol for that --

20 CHAIRMAN GALVIN: Let me -- boys and girls,
21 let me give you my point of view on this. And it is that
22 we have to be a very strong, forward looking organization.
23 And those qualities should be incorporated into those two
24 elected offices. I don't know -- as I said earlier, I

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 don't know what's going to happen after the 5th of
2 January, whenever inauguration day is, but we want to
3 determine the course of our organization. That's why we
4 adopted this quasi-governmental authority model. If we
5 don't put our best foot forward you can believe that
6 somebody else is going to do it for us.

7 And I have no idea which of the Lieutenant
8 Governor candidates will be sitting here after January 5th
9 and -- is that the inauguration date, I think?

10 MS. TOWNSHEND: I believe so.

11 CHAIRMAN GALVIN: Yeah, I don't know which
12 one and I'm not sure what their orientation will be about
13 the topics that we're concerned about. I think that we
14 need to be -- we've got a lot of expertise here and we
15 need to determine our own fate. If we don't someone else
16 is going to determine it for us and we're not going to
17 like it very well. Once again, there's potentially money
18 involved and power and prestige and a whole lot of other
19 things that we don't like to openly think about but that's
20 the way it is.

21 And once again, I have no idea who will be
22 -- if there is a new Chairman who that might be or at what
23 level that might be. You can -- one of the things you can
24 do in a bureaucracy is move a position like the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Chairperson's position here down a couple of pegs and then
2 that way that person says well, I'll talk to my boss about
3 it and maybe they do, maybe they don't. And then their
4 boss will have to talk to the Commissioner who will have
5 to talk to the Governor. And the further you get down in
6 that decision-making tree and you get somebody in here
7 who's not a decision-maker from the Public Health
8 Department you'll have problems and you'll have to have a
9 strong Vice-Chair and Secretary to avoid that.

10 This also spills over into the area of
11 having a Chief Executive Officer. If you get the wrong
12 guy or girl in here or young lady or woman to be
13 politically correct, then this thing is going to be a
14 disaster. It's going to be a disaster and you've got to
15 get somebody who executes the rule of the Board, which is
16 the will of the Authority itself. And if you have a
17 couple of officers who represent -- representing the
18 entire group you just say oh go ahead Ed, or Ed, do what
19 you think is right. You're going to be done because if
20 you get a headstrong person in here who doesn't realize
21 the relationship between the governing Board and its
22 executive who executes the order of the Board, you're
23 going to have real problems.

24 And the worst thing that could happen to us

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 is to hire somebody who decided they were going to do
2 their own thing and the Board wasn't strong enough to
3 handle this and you end up getting rid of somebody after
4 four or five or six months on the job, then we're done.
5 Then we'll end up being part of the Massachusetts network
6 or the New York network or somebody unpleasant, a thing
7 that we don't want to do. So as you select those two
8 people, we want to put people up who can represent us
9 properly and who can withstand pressures both political
10 and financial.

11 MS. TOWNSHEND: So at this time I'd like to
12 open the floor for nominations for Vice Chair of the Board
13 of Directors for the HITE/CT.

14 CHAIRMAN GALVIN: After that no one will
15 want it.

16 MS. TOWNSHEND: You can either nominate
17 yourself or one of your neighbors.

18 CHAIRMAN GALVIN: Someone you don't like.

19 MS. TOWNSHEND: Okay, we could always draft
20 someone.

21 MS. ANDREWS: I'm seconding Kevin's
22 nomination.

23 MR. CARR: I would like to nominate two
24 people, they're both sitting over there, Ron and Tom for

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 the Vice Chair.

2 MS. ANDREWS: I second both.

3 MS. TOWNSHEND: Okay, so we have three
4 nominees at this point?

5 MR. CARR: No, just two.

6 MS. TOWNSHEND: Two, okay.

7 MR. MASSELLI: I'll throw in Dan's name.

8 MR. CARR: Dan?

9 MR. MASSELLI: I mean John.

10 MS. TOWNSHEND: Do we hear a second on
11 John? Well first of all, do we have anyone else who is
12 either interested or somebody who would like to nominate
13 another person?

14 MR. MASSELLI: I bid Dr. Agresta's name.

15 MS. TOWNSHEND: Okay, well we've got --

16 CHAIRMAN GALVIN: Now, are we talking about
17 -- which position are we talking about?

18 MS. TOWNSHEND: Vice Chair. So how would
19 we like to do this by secret ballot or --

20 MR. MASSELLI: Sure, put the name on, send
21 them out and we'll check one right?

22 MR. CARMODY: No, you can't do that.

23 MS. BOYLE: We're a quasi public, we have
24 to go live. You have to stand up.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: Alright.

2 MS. BOYLE: You can call a vote on each one
3 and see who's got the most votes I guess --

4 MS. HORN: I would do --

5 MR. CARMODY: I mean, but maybe you could
6 do either -- are you both interested or?

7 MR. MASSELLI: The three?

8 MS. TOWNSHEND: We have three.

9 MR. CARMODY: Three, oh.

10 MS. BOYLE: Is anyone not interested?

11 MS. TOWNSHEND: John, Tom and Ron.

12 MR. CARMODY: Is everybody interested -- I
13 mean, they may not be interested. I don't know. I'd like
14 to hear from them as opposed to everybody voting on it. I
15 mean --

16 MS. TOWNSHEND: Your campaign speech
17 gentlemen?

18 MR. CARR: I nominated Ron and Tom.

19 CHAIRMAN GALVIN: Or do we want to have --
20 at some point have a vote, the leading vote-getter is the
21 Vice Chair and the second leading vote-getter is the
22 Secretary?

23 MS. HORN: I think we have to have them
24 agreeing that they would agree to serve in that position

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 if they were to be --

2 MS. BOYLE: Yeah, they've been real quiet.

3 DR. AGRESTA: Yeah.

4 DR. BUCKMAN: We have the duties -- the
5 duties aren't even spelled out yet.

6 MS. HORN: No, that's right.

7 MS. TOWNSHEND: That's okay.

8 CHAIRMAN GALVIN: That's okay, yeah.

9 DR. AGRESTA: No, but I think that -- thank
10 you for the nomination. I'm not sure that if I was to do
11 that that I maybe would want to have somebody maybe take
12 over being Chair of the Business and Operational
13 Committee. And that might be -- you can't do that?

14 MR. CARR: You could do anything after you
15 become the Vice Chair.

16 DR. AGRESTA: No, just thinking about --
17 you know, that would concentrate things --

18 MS. BOYLE: I have an idea who might be
19 able to Chair that.

20 MR. CARR: I think I do as well.

21 MS. TOWNSHEND: Okay, so do we want to call
22 them individually?

23 MS. HORN: We can call them individually
24 and take a vote on each one.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: And please remember, only
2 voting members can vote obviously.

3 MR. COURTWAY: Before we vote, I know Tom
4 since he's been on the Advisory Committee but Ron, I
5 really have no idea what your background is.

6 DR. BUCKMAN: Right, because I gave a very
7 simple introduction, I'm representing me. So you really
8 don't know all the things I'm involved with because that
9 list was going to be too long.

10 MR. COURTWAY: So Ron, who are you?

11 DR. BUCKMAN: Okay, I'm a private
12 practitioner. I practice family medicine and sports
13 medicine in Bolton. I've been in practice for 29 years.
14 I own the practice, I run the practice, I'm also the IT
15 for the practice. The practice is a medium sized
16 business. I have three other doctors working for me in
17 the office, total staff of 14. So I run that business,
18 it's mine and I run it.

19 I also -- among the other things I have
20 been involved with I'm on the Board of e-Health, where I
21 serve as the Treasurer of e-Health Connecticut. I --
22 let's see, I -- other things. I'm the Medical Director
23 for the Capitol Region Medical Reserve Corp, so I'm
24 involved in emergency response. That's volunteer

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 emergency response organizing there and directing as it is
2 there. And a bunch of other little things.

3 MR. COURTWAY: Okay.

4 MS. TOWNSHEND: Do the other candidates
5 want to say anything about themselves?

6 DR. AGRESTA: Well, I'm in family medicine.
7 I am an Associate Professor in the Department out at the
8 University. And my roles there right now, I'm the
9 Director of Medical Informatics for the Department and I'm
10 in charge of our HER, but I've done a lot of work in
11 helping to try to establish informatics and biomedical
12 informatics at the University level in terms of trying to,
13 you know, adopt electronic health records and whatnot.
14 And I've had a lot of other roles over time; many of the
15 folks know me in here.

16 MS. TOWNSHEND: John?

17 MR. LYNCH: I wasn't nominated.

18 MS. TOWNSHEND: You're not nominated?

19 MR. LYNCH: I don't think.

20 MS. TOWNSHEND: Okay. So what do we need,
21 a motion to --

22 MS. HORN: Call each vote -- call each
23 voter's name in?

24 MS. TOWNSHEND: Yes John?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. LYNCH: I guess I'd like to nominate
2 Peter Courtway as well.

3 MS. TOWNSHEND: That was priceless. The
4 expression on your face was priceless.

5 MR. COURTWAY: Was it priceless? I do
6 appreciate the nomination John but I must decline.
7 There's a lot of activities that the Technical Committee
8 is just really kicking into and I think that having a
9 physician-led organization is probably a better choice
10 considering where we're going.

11 MS. TOWNSHEND: Alright, so at this point
12 we will take a vote. We will ask that each of you, when I
13 call the vote for the two candidates raise your hands so
14 that we can get an accurate count of who is voting for
15 whom. And I'm going to do it alphabetically by last name,
16 so all those in favor --

17 CHAIRMAN GALVIN: Hang on here, are we
18 going to -- top vote-getter becomes the VP and the next
19 one becomes the Secretary?

20 MS. HORN: Well, we didn't get an agreement
21 from the other one. Is that acceptable to the two
22 candidates or should we take a separate vote on --

23 MR. CARMODY: Separately.

24 MS. HORN: -- separately, I think

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 separately. Let's just do the Vice Chair and keep that
2 clean.

3 MS. TOWNSHEND: So for the post of Vice
4 Chair all those in favor of Dr. Tom Agresta please raise
5 your hand. Is Lisa the last one on this side? All those
6 in favor of Dr. Ronald Buckman as Vice Chair? Anyone
7 abstaining? Oh, okay.

8 Okay, it looks like at this time with those
9 who voted in favor of Dr. Agresta, being Mr. Lynch, Mr.
10 Masselli, Mr. Courtway, Ms. Mattie, Mr. Carmody, Dr.
11 Galvin and Ms. Boyle, it is Dr. Tom Agresta as Vice Chair.
12 Congratulations. (Clapping). At this time, let's open
13 the floor for nominations for Secretary for the HITE/CT.
14 Again, not all at once -- or volunteers.

15 MR. CARMODY: If you want me I will
16 volunteer. People are looking for a Secretary, I've
17 performed the functions before on a Board of Ed as well as
18 the Chair of a Board of Ed so I understand what the duties
19 are.

20 MS. TOWNSHEND: And do we hear a second --
21 do we need a second?

22 MR. COURTWAY: Second.

23 MS. TOWNSHEND: Okay, anyone else
24 interested in volunteering or volunteering a friend?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 CHAIRMAN GALVIN: Former friend.

2 MS. TOWNSHEND: Former friend, soon to be
3 former friend. Alright, all those in favor of -- do we
4 have to vote?

5 MR. MASSELLI: Let's all vote just in case.

6 MS. BOYLE: We should vote.

7 MS. TOWNSHEND: Okay, alright. All those
8 in favor -- well, we can just do a voice vote can we not?

9 MS. BOYLE: Yeah.

10 MS. TOWNSHEND: All those in favor of Dan
11 Carmody as Secretary please indicate by saying Aye.

12 VOICES: Aye.

13 MS. TOWNSHEND: Opposed? The Ayes have it,
14 congratulations Dan. You are the secretary. (Clapping)

15 We will now move on to the ethics
16 compliance. All of you are now, if you were not before,
17 public officials with regard to the State of Connecticut.
18 And we do have a guest with us this evening who I'm going
19 to call upon to talk with you a little bit about that.
20 Stacy Owens is the ethics officer for the Department of
21 Public Health and she's going to provide you with some
22 additional information, additional from what was provided
23 to you in the packet. Stacy.

24 MS. STACY OWENS: Good evening, thank you

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 for having me. Just to make it clear, I am the ethics
2 liaison for the Department of Public Health and definitely
3 recommend that by law, you also have to have an ethics
4 liaison for the quasi public agency and Board of
5 Directors. So you will need to obviously find some avenue
6 to appoint somebody in that position. I spoke with
7 Marianne briefly -- actually I think we just communicated
8 by e-mail and touched base on some of the issues that she
9 felt this Board might want some background information on.

10 First and foremost as public officials,
11 because you have the authority in decision-making, please
12 note that it's imperative that you always remain cognizant
13 that the Code of Ethics applies to you. And with respect
14 to the Code of Ethics, that means in terms of acceptance
15 of gifts, meals and beverages, necessary expenses, and
16 also any outside employment, be it while you're on the
17 Committee or off the Committee. So some of the things
18 that Marianne had highlighted were the necessary expenses
19 provisions she wanted me to go into. I know each and
20 every one of you have your own exclusive talents outside
21 of being a Board member and as such you would likely be
22 asked to speak in your unofficial Board capacities.

23 So if you're asked to speak or actively
24 participate in an engagement based on your own personal

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 expertise, that's perfectly fine. You can accept whatever
2 is offered to you including fees and honorarium. However,
3 if you are asked to actively participate in an engagement
4 because of your Board membership, because you are a public
5 official, then the game rules change. Meaning that the
6 necessary expenses that are covered are your lodging and
7 travel expenses, reimbursement for registration, meals and
8 beverages. It does not include any expenses that may
9 pertain to your family members or guests that you take.
10 It cannot include any extraneous things like spa
11 treatments or a round of golf.

12 So, I mean a lot of it is kind of common
13 sense. But if a fee or honorarium is offered to you while
14 you're in your official capacity and actively
15 participating then you need to decline to accept that.
16 Often times you will be put in a position where whoever is
17 offering the fee or honorarium is insistent. If that's
18 the case, I suggest that you ask them to donate the fee or
19 honorarium to any particular cause, okay. Another issue
20 that was highlighted was the revolving door provision, and
21 I believe the Commissioner in opening had touched a little
22 bit about if you want to be the Executive Director that
23 you can -- maybe should leave the room. And that stems
24 actually from an advisory opinion that was drafted in

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 2007.

2 And just to summarize, it said that Board
3 members are considered to have served in the quasi public
4 agency for purposes of applying the one year ban under the
5 revolving door provisions in the code. And revolving door
6 provisions mean when you leave -- when you leave service
7 there is a one year ban. Such a long standing designee
8 who has left his or her employee to agency may not within
9 one year appear before the Board for the purpose of being
10 employed and similarly, such a designee who remains at his
11 or her employing State agency may not seek employment as
12 the quasi public agency's Executive Director for one year
13 from the year he or she ceases to be a designee of the
14 Board.

15 So I was unaware of how many Board members
16 there were and unfortunately I made only 10 copies of both
17 the Office of State Ethics guidelines as well as the
18 advisory opinion that pertains to that.

19 MR. CASEY: I can make the extra copies.

20 MS. OWENS: Oh okay, wonderful. I
21 appreciate that.

22 MS. TOWNSHEND: And Stacy, if you want to
23 send it to me electronically I'll get it out to the group.

24 MS. OWENS: That would be good. Thank you,

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 so I did separate them.

2 MS. HORN: This is on the Office of State
3 Ethics websites but it's a little difficult to find. So
4 thanks Stacy for bringing copies.

5 MS. OWENS: Thank you. Also, while you're
6 on the Board be cognizant of any outside employment that
7 you may accept that could potentially impair your
8 independence of judgment in your State duties, encourages
9 the disclosures of confidential information, involves of
10 your State position for financial gain, or the use of
11 State time or any other State resources.

12 Again, a lot of that is common sense but
13 with respect to outside employment, those are the types of
14 things that that you should always be cognizant of. So
15 confidentiality, I don't know what type of information
16 that would be shared here but if there is any confidential
17 information that is conveyed during the course of any of
18 these Board meetings, please remember that if you are off
19 the Board that is a lifetime ban. You are always to
20 maintain the confidentiality of that information even once
21 you are no longer a Board member.

22 I think that pretty much covers the
23 important things that Marianne highlighted to me.

24 MS. HORN: I think there were a couple of

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 others, yes. And Kevin, question?

2 MR. CARR: Yeah, I have a question. Is the
3 CEO bound by that same restriction on honorarium for
4 travel and speaking engagements? And the second question
5 is if they donated to the Organization which we're going
6 to be a non-profit at some point, would we then be able to
7 reimburse any Board members for that travel like if the
8 honorarium was donated to the Organization?

9 MS. MATTIE: We're not going to be a non-
10 profit.

11 MS. TOWNSHEND: We're not going to be a
12 non-profit.

13 MR. CARR: Okay, so that's a stupid
14 question.

15 MS. TOWNSHEND: Right.

16 MS. OWENS: Yes, the CEO would be bound by
17 the same --

18 MR. CARR: Okay.

19 MS. TOWNSHEND: Additional questions,
20 comments?

21 MS. HORN: There was information in your
22 packet about the filing of a statement of financial
23 interest by May 1st of every year. And this is really
24 just as a guide to yourself and it is -- it's not -- it

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 can be obtained by the public. It's not posted front and
2 center, there would have to be a request for it, but it is
3 also a way of checking and making sure that people are not
4 voting on matters with which they are going to financially
5 benefit, that they don't have a conflict of interest or
6 that their families do not have a conflict of interest
7 that they are voting.

8 You can have -- it doesn't mean that you
9 come to this entity without background or experience or
10 employment. We all understand that that is part of why
11 you're here, but you cannot make a decision without
12 recusing yourself from a matter that will benefit you or
13 your family in some way more than the general public would
14 benefit. So the statement of financial interest is
15 something that is -- it's an Office of State Ethics
16 requirement. I'm happy to tell you about it and tell you
17 about their website and tell you that they will follow up
18 with you if you don't file it. And that's about it.
19 There is an online form and a hard form that you could
20 file.

21 MS. MATTIE: I have two questions. When is
22 it due for this group, is it due by next May? And then if
23 they don't file it's basically termination from the Board?

24 MS. HORN: Well, I think it's two separate

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 issues. I don't know whether that would --

2 MS. MATTIE: Right.

3 MS. HORN: -- the Ethics will certainly
4 follow-up on their finds I believe --

5 MS. OWENS: I don't think Ethics has the
6 authority to terminate someone from the Board but they do
7 have the authority to impose penalties.

8 MS. MATTIE: Financial.

9 MS. OWENS: Yes.

10 DR. AGRESTA: Is this an annual filing, I'm
11 not sure?

12 MS. OWENS: Yes.

13 DR. AGRESTA: So each year in May, is that
14 what you're saying?

15 MS. OWENS: Yes.

16 MS. HORN: Yes, by May 1st.

17 MS. OWENS: Yup.

18 MS. HORN: I really would encourage you to
19 go to the Office of State Ethics' website. There's a
20 training that will take you through in a pretty clear way
21 the gift issues and a lot of other issues that Stacy
22 touched on. And please, if there are other questions
23 we're happy to have Meredith Trimble from the Office of
24 State Ethics come and do a mini session here if there are

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 a lot of issues that come up.

2 And as they come up, if you -- if we're
3 going to be dealing with an issue and you're not
4 comfortable please make sure that you are -- you talk to
5 Ethics, you talk to your ethics liaison when we get one
6 appointed, before you go ahead and act because we really
7 want to -- as we did in Stem Cell, make sure that
8 everything is very squeaky clean in people's actions.

9 DR. BUCKMAN: So I'll put out the
10 hypothetical question. So as part of the composition of
11 the Board they ask for individuals in private practice.
12 Individuals in private practice stand to benefit
13 financially through the federal meaningful use grant
14 money, which part of that is getting an HIE, an up and
15 running HIE. So in essence anybody who's a private
16 practitioner who's applying for that money or hopes to get
17 that money is benefiting financially from anything this
18 organization does.

19 MS. HORN: That's right and as long as it's
20 not benefiting you in particular but all providers that
21 stand in your shoes in the same way, then that's not
22 considered to be a conflict.

23 CHAIRMAN GALVIN: The other thing Ron
24 you've got to understand is, if you go to a meeting you've

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 got to make sure that you're talking as Ron Buckman, M.D.,
2 and not a member of the Committee. Also, if you go to
3 some sort of a shindig and Tom went to some sort of
4 shindig and they say well, you're dinner is free because
5 you're the Vice Chairman or Vice Chairperson, you can't --

6 MS. TOWNSHEND: You can't eat.

7 CHAIRMAN GALVIN: -- don't eat or -- you
8 know, sometimes they put the dinner in front of me and I
9 just write them a check for \$50 and say here, and then
10 it's paid for. That's not the appropriate way to do it
11 but it keeps a lot of people from getting their feelings
12 really hurt after they're trying to do something
13 considerate for you. But it's best not to accept anything
14 because people watch you very closely and if you're in any
15 kind of an official capacity just say no thanks or leave
16 before the meal is served.

17 MS. HORN: It actually becomes pretty
18 routine after awhile that you just stop for a moment and
19 think about is this okay that somebody pays for my salad.

20 CHAIRMAN GALVIN: If you're getting
21 something that everybody else gets or if you're a speaker,
22 you can eat and drink to your heart's content. But
23 otherwise, if you're there in official capacity you can't.

24 MS. HORN: And if questions come up along

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 the way please raise them. This isn't something that just
2 gets dealt with at one meeting. Also, if you leave the
3 Committee you have to file another statement of financial
4 interest just so you know.

5 MR. CASEY: So file when you come in --

6 MS. HORN: I think it applies the first
7 amount of time but we've had people from the Stem Cell
8 have to file two in one year.

9 MS. TOWNSHEND: Any other discussion?

10 DR. AGRESTA: Could that -- the specific
11 link to that be sent out to the group as part of an e-mail
12 just so we --

13 MS. OWENS: I believe it's in the packet.

14 DR. AGRESTA: -- it's in the packet?

15 MS. OWENS: Yup, the guide. If you look at
16 the last page it -- just let me know if it's not.

17 MR. CASEY: It's on here.

18 DR. AGRESTA: Yeah, just so that we have
19 the ability to follow --

20 MS. TOWNSHEND: It's on the ethics letter
21 --

22 MS. OWENS: Yes.

23 MS. TOWNSHEND: -- that link is on there.

24 Alright then, we will move on to the document, HITE/CT CEO

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 qualifications. This is a document that's been in the
2 works since the summer. We've done a lot of research
3 internally at DPH to look at what other heads of HIE
4 builders, their entities have for qualifications for their
5 CEO or their Executive Director, President, however they
6 want to term it. I would like to, if possible, have this
7 reviewed if you've not had a chance to review it.

8 And I would ideally like to see a motion to
9 see if we can accept this as the CEO qualifications so
10 that we can begin the search for a CEO because the sooner
11 we do begin that process the sooner we can get a CEO
12 onboard. Except that we can't hire a CEO until we have
13 money and we can't get money until we get the plan
14 approved by ONC and we're expecting that's not going to
15 happen until November. But still, it would be good to get
16 this process rolling. So is there any feedback on this
17 particular document? Tom's thinking.

18 DR. AGRESTA: Yeah, well I read it and I
19 guess --

20 CHAIRMAN GALVIN: Thanks Stacy.

21 MS. OWENS: You're welcome.

22 MS. TOWNSHEND: Thank you Stacy.

23 MS. HORN: Thank you.

24 DR. AGRESTA: I guess my thoughts or

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 feedback on it was that the way it read, it doesn't read
2 as a job description that I've seen kind of typically out
3 there for senior level executives in terms of the types of
4 qualifications split into -- you know, required
5 qualifications and desired qualifications and, you know --

6 MS. TOWNSHEND: It's very much a State way
7 of doing things. That looks a lot like the DAS --

8 DR. AGRESTA: -- yeah, I just -- I think
9 that it will be a lot easier for us to actually screen
10 applicants and get -- you know, just sort of lay out the
11 minimum set of qualifications very clearly and decide on
12 what we want that individual to have as a minimum set of
13 qualifications and the desired set of qualifications. And
14 I also sort of felt like maybe there needed to be some
15 clear description, that they had some idea of clinical
16 practice in some fashion.

17 You know, I don't think they need to be a
18 clinician but they need to understand this health care in
19 a little bit more specific way and maybe that's --

20 MS. TOWNSHEND: I think one of the reasons
21 that we didn't necessarily go for that qualification is
22 that we may not have the money to hire an M.D., but
23 certainly that's up to the Board to decide how much to
24 decide how much the compensation will be for the CEO.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. MOONEY: If you look at the last
2 bullet, strong track record preferred in clinical systems
3 -- I think that starts to get to what you're after.

4 DR. AGRESTA: It starts to, yeah.

5 MS. MOONEY: Yeah.

6 DR. AGRESTA: But I guess I've seen an
7 awful lot of recent advertisements that are for leadership
8 roles that are probably written in a way that's much
9 clearer who you're looking for and much clearer the kind
10 of qualifications you want to try to screen for or look
11 at.

12 CHAIRMAN GALVIN: Why don't you share some
13 of that?

14 MS. TOWNSHEND: I was going to say, do you
15 have suggestions?

16 DR. AGRESTA: Well, I can call up and send
17 around some of those job descriptions so people can kind
18 of see how they're laid out. And if we were to consider
19 doing a search, you know, kind of go into a search firm in
20 some fashion. They would work with us to really refine
21 the job description a whole lot more so that it's easier
22 to kind of find qualified individuals much more rapidly.

23 CHAIRMAN GALVIN: I heard you say search
24 firm.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 DR. AGRESTA: Yeah.

2 CHAIRMAN GALVIN: And I happen to be
3 prejudiced against -- towards using that type of
4 organization to find what we're looking for. So I think
5 by consensus, I think maybe are we all agreed that that's
6 the way we want to go or do we want to discuss that?
7 Because a search firm will find what you ask them to find.

8 MS. TOWNSHEND: I don't mean to disagree
9 with my boss. I'm not sure that we have to money to --
10 because it would be 30 percent of the first year's
11 compensation. So for a \$250,000 a year employee what is
12 that, \$70,000/\$75,000?

13 DR. AGRESTA: \$85,000 --

14 MS. TOWNSHEND: Just for the search firm.

15 DR. AGRESTA: Yeah, it's not a --

16 MS. MATTIE: Although it's less expensive
17 than having to rehire if you do it that --

18 MS. TOWNSHEND: That's true.

19 DR. AGRESTA: And it's less expensive than,
20 you know, the aggregate time we might spend ourselves that
21 could be better embedded in building the organization
22 perhaps.

23 CHAIRMAN GALVIN: If you don't use a search
24 firm you're going to get every computer engineer -- every

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 guy who's got a little office down his cellar who's out of
2 work is going to apply. You're going to have to go
3 through hundreds of applications.

4 MS. TOWNSHEND: And we're not certain that
5 ONC will even allow that expense.

6 DR. AGRESTA: It may not. But, I mean, I
7 think it needs to be at least considered as an issue
8 because I think the amount of time -- I mean, we can all
9 call friends or we can post something publicly on the
10 Connecticut's website and hope that ours picks up -- you
11 know --

12 MS. TOWNSHEND: Well, there is a --

13 DR. AGRESTA: -- the right --

14 MS. TOWNSHEND: -- there is a national
15 website that's being developed in coordination with ONC
16 that is specific to looking for people who are qualified
17 for CEO positions.

18 DR. AGRESTA: And so we're going to end up
19 in Connecticut competing with California, competing with
20 --

21 MS. TOWNSHEND: No, California already has
22 their CEO in place.

23 DR. AGRESTA: -- I mean, we will compete
24 well against Montana but we're not going to compete as

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 well against other states that are going to lose their
2 CEOs if they go to other places when this transition
3 starts to take place.

4 MS. MATTIE: Speaking of states, I would
5 move away from the Connecticut stuff here because if we
6 can find somebody from another state who's done this, I
7 think those sets of credentials would be a lot more
8 important in understanding Connecticut, that you can learn
9 or we can --

10 DR. AGRESTA: Oh yeah, yeah --

11 MR. CASEY: Understanding Connecticut so
12 much as understanding the clinical environment right?

13 MS. MATTIE: I think if you put in the job
14 description --

15 MS. MOONEY: No, I'm just looking at what's
16 in here --

17 MS. TOWNSHEND: Yes.

18 MS. MATTIE: I'm bringing up a different
19 point.

20 MS. MOONEY: Yes.

21 MS. TOWNSHEND: Well, we can take that out.

22 MS. MOONEY: I mean, to me that would be
23 nice to have but I'd much rather have somebody with
24 experience doing this --

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: How about understanding of
2 the HIT, just take out the word Connecticut?

3 MS. MOONEY: Yes.

4 MS. TOWNSHEND: Relationships -- and how
5 about relationships with the national health care leaders?
6 No, take that bullet out all together?

7 MS. MOONEY: No, they --

8 DR. AGRESTA: Would this be better done --
9 I wonder if this task isn't better done like by the
10 Executive Committee or a Search Committee that gets tasked
11 with defining two alternative job descriptions and sending
12 it back to the group in a short timeframe. And I wonder
13 if that's a better use of time --

14 MS. TOWNSHEND: Do you want to make that
15 motion?

16 DR. AGRESTA: I would open it up first for
17 --

18 CHAIRMAN GALVIN: Well, let me stop you.
19 Let me stop you short of that motion.

20 DR. AGRESTA: Sure.

21 CHAIRMAN GALVIN: I think -- several years
22 ago I was on the Committee that was going to select the
23 first Homeland Defense Commissioner. And we went through
24 a long drawn out thing but I will share a couple of things

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 with you.

2 There were a couple of candidates from
3 California and I think one from Texas who were very strong
4 candidates. There's no provision to bring them to
5 Connecticut, to fly them out for their interview, fly them
6 back, put them up overnight. So you find somebody who's
7 pretty good and pretty competitive and then you tell them
8 you got fly out here on your own buddy --

9 MS. TOWNSHEND: They're not going to do it.

10 CHAIRMAN GALVIN: -- and we'll give you
11 names of some motels, and the two guys who were interested
12 said, not me. And that was just the first interview --
13 I'm not coming out there unless you pay my way. That's
14 the way people do business in the business world. Don't
15 ask Tom Agresta to fly to Seattle and say well Tom, by the
16 way that comes out of your own pocket but we can show you
17 how to reroute it through Des Moines and Pocket City so it
18 doesn't cost you quite so much. You can't do that.

19 So in my mind I think we're going to have
20 to have a very regional search unless there's some strange
21 thing where somebody lives in Idaho and his mother is sick
22 and he wants to come home and be around her. You're just
23 not going to get people and there's no provision to buy
24 their homes or buy a home for them. Although, there's an

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 empty one out at UConn that might --

2 MS. TOWNSHEND: So Tom, state --

3 DR. AGRESTA: But I think that there's a
4 lot of talent in the region.

5 CHAIRMAN GALVIN: Yes.

6 DR. AGRESTA: And I'm not sure that I'd be
7 terribly worried --

8 MS. TOWNSHEND: Yes.

9 DR. AGRESTA: -- that out of New York and
10 Boston and --

11 MS. TOWNSHEND: Even Vermont.

12 DR. AGRESTA: -- you know, the northeast
13 that we're not going to have someone capable.

14 CHAIRMAN GALVIN: Yeah, but I think we
15 ought to make up our mind we're not doing a nationwide
16 search. Northeast and New England is not a nationwide
17 search. And that's fine, as long as you understand that
18 there's no sense in finding somebody really good in
19 Portland, Oregon and tell them we can't help you with your
20 home, we can't move your family out here, we can't pay for
21 your interview but we'd really love to have you take the
22 job.

23 MR. MASSELLI: But you know, I don't
24 disagree with that but this is a prestigious job.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 CHAIRMAN GALVIN: Yeah, it is.

2 MR. MASSELLI: Maybe one of the exchanges
3 is going to be one where if people were to want to come
4 from all over the country, we'll get lots of applicants
5 from around the country -- we prescreen people by
6 videoconference all the time. That's how we do all of our
7 people across the country. We certainly could provide
8 that service to anybody needed and I'm sure a lot of the
9 other companies have it as well.

10 And then you narrow it down so it may end
11 up in a practical matter that we're drawing from the
12 region but somebody who is great and we're looking at that
13 resume, we put them on a videoconference and screen the
14 heck out of him and make a decision. But I don't think we
15 should be narrowing down -- I think we all have our
16 different assumptions -- we often think it's a regional at
17 the end of the day and may well be. But this is going to
18 spread around the country. I think once the opportunity
19 --

20 CHAIRMAN GALVIN: I think Mark that UConn
21 does some different kinds of things, that they have ways
22 of getting you to give the Tom Agresta lecture, you know,
23 and you come out and you get paid to come out and give the
24 lecture and get interviewed.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. MASSELLI: Sure.

2 CHAIRMAN GALVIN: There's some ways around
3 that, but.

4 MR. MASSELLI: Yeah.

5 MS. TOWNSHEND: Kevin.

6 MR. CARR: And in the absence of a search
7 firm who would be doing the screening and the job posting
8 and all of that kind of stuff?

9 MS. TOWNSHEND: Well, I think that goes
10 back to Tom's point that we may need an ad hoc personnel
11 committee or have the Executive Committee do it. Those
12 are the two that you had mentioned.

13 MR. CARR: Well, I'm talking about like the
14 day-to-day run of that. I mean, how are we expecting --

15 MS. TOWNSHEND: That's a good question.

16 MR. CARR: -- you know, because there needs
17 to be somebody that actually does that. So if we don't
18 have a search firm, it takes a long time to do that
19 screening and phone calls and the person that does the
20 initial screening should probably be screening all of the
21 same people because I've done this myself --

22 MS. TOWNSHEND: Right.

23 MR. CARR: -- and you have 15 different
24 candidates and you're screening them and you want to say,

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 you know, this one I wasn't in love with but at the end of
2 the 15 you come back to that particular person because
3 they were the best of the 15. But you aren't like
4 overwhelmed at the very beginning but then after you talk
5 to all the others you're like oh, that person wasn't
6 really that bad. So -- but who would do that if we didn't
7 have a search firm?

8 CHAIRMAN GALVIN: Well, it's going to cost
9 \$75,000 to do it whether you have somebody -- a bunch of
10 people do it or a firm do it, give or take \$1,000 here or
11 there. So are we certain that the folks in Washington
12 won't pay for this?

13 MS. TOWNSHEND: I don't believe we've had
14 -- Meg, have we had any feedback from ONC with regard to
15 that, whether or not they'll allow the expense of a search
16 firm?

17 MS. MEG HOOPER: We haven't heard back yet.

18 MS. TOWNSHEND: Okay.

19 MS. HOOPER: We were going to go over the
20 budget with them and it would be at the Board's
21 discretion.

22 MS. TOWNSHEND: Okay.

23 CHAIRMAN GALVIN: What do you mean? What's
24 at the Board's discretion?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. HOOPER: The decision whether to go for
2 a search firm or not.

3 MS. TOWNSHEND: Right, I --

4 CHAIRMAN GALVIN: Well who's going to pay
5 for it?

6 MS. HOOPER: Well, that's why we're going
7 to show the budget and then it would be at the Board's --
8 the Board would have to pay for it.

9 MS. TOWNSHEND: Right.

10 CHAIRMAN GALVIN: Okay, so we'd have to go
11 to the Legislature --

12 MS. HOOPER: Well, we don't have the
13 permission from ONC to spend the funds so that's one thing
14 we don't have from ONC.

15 CHAIRMAN GALVIN: Oh okay, so maybe we'll
16 have to go to the Legislature, ask them to give us some
17 money to do that.

18 MR. WARREN WOLLSCHLAGER: Well, the
19 question is still pending Commissioner in front of ONC as
20 to whether or not that's a reimbursement.

21 CHAIRMAN GALVIN: Okay, but if that --

22 MR. WOLLSCHLAGER: If not we'd have to --

23 CHAIRMAN GALVIN: -- if we undertook that
24 sort of an operation then would we have to wait until the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 middle of March to start looking?

2 MS. HORN: You might even have to wait till
3 the end of June if you're going to the Legislature.

4 MR. WOLLSCHLAGER: No.

5 MR. MASSELLI: But typically --

6 MR. COURTWAY: Yeah, I think we're a little
7 bit ahead of ourselves. You know, the problem I guess is
8 most of the organizations in the room use headhunters
9 routinely. And headhunters negotiate and now is a good
10 time to negotiate, you know, with the economy the way it
11 is. So don't presuppose what the dollars might be that
12 we'd actually spend.

13 I think with those two things that are very
14 important to accomplish in the next 30 days, you know, the
15 first thing really is to tighten up the job description.
16 And I like Tom's idea of using the Executive Committee or
17 a small group that has some interest to propose a tight
18 job description for our next session whether that's
19 Executive or this session. But secondarily and as
20 important, we need a preliminary budget to covers us
21 between now and --

22 MS. TOWNSEND: We have that.

23 MR. COURTWAY: -- March and June.

24 MS. TOWNSEND: We have it for the next

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 four years. That's the next agenda item.

2 MR. COURTWAY: Oh, we do. Good, so how
3 much did you budget for that?

4 MS. TOWNSHEND: Nothing.

5 MR. COURTWAY: Okay, so let me just sort of
6 tail this along a little bit. The -- we'd have at least
7 six months as a minimum window that we can expect no
8 funding from ONC, is that true?

9 MS. TOWNSHEND: March.

10 MR. COURTWAY: That's six months.

11 MS. TOWNSHEND: That's six months.

12 MR. COURTWAY: So that's six months, so
13 where does the funding come from within the six months to
14 fund the DNO insurance, the salary of the CEO, any of the
15 RFP processes if any of that's going to be outsourced or
16 in-sourced? Where is the interim funding coming from,
17 what are the options and how do we apply?

18 MS. TOWNSHEND: We're getting ahead of
19 ourselves with regards to that one. I know, it's an
20 excellent point, alright.

21 MR. COURTWAY: Yeah, so let's cover the
22 first thing for Tom's -- you know, Tom's idea to try to
23 use the Executive Committee to try to tighten this up.

24 MR. MASSELLI: And even if we go out for a

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 search firm you're not paying the search firm until you
2 absolutely hire the person --

3 MS. TOWNSHEND: That is true.

4 MR. MASSELLI: -- and bring them onboard.
5 And then there's usually a 30/90 day window in there. So
6 we could time it -- if we were going out there nail down
7 the job description, put it out there, it's going to take
8 three or four months of vetting and interviewing and then
9 just getting prepared for it and then pull the trigger
10 when we see the timing on the money.

11 So I think we're headed in the right
12 direction. The only caveat Tom I will add here is I have
13 a number of search firms, sometimes they work, sometimes
14 they don't. I advocate going forward on that. It helps
15 but it's not --

16 DR. AGRESTA: Well no, I --

17 MR. MASSELLI: -- it doesn't answer --

18 DR. AGRESTA: I totally agree. You know,
19 if we develop a good job description -- you know, for
20 example I'll be in an environment where there are folks
21 who are doing this routinely and I can have a job
22 description and say here's something that's going to get
23 posted and have money available for it. And anyone that
24 knows about this knows that the money is kind of being

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 released in these stages by ONC.

2 But even the job description that's clear
3 will help and maybe you can get away from a search firm
4 because you have a Search Committee that has to be
5 responsive to the search firm anyway. And maybe you get
6 lucky --

7 MS. TOWNSHEND: So --

8 DR. AGRESTA: -- before you even engage a
9 search firm you find somebody that happens to have a need
10 to come to Connecticut because something is happening with
11 their parents. I mean, that happens. We've picked up
12 faculty that way.

13 MS. TOWNSHEND: And then that way time is a
14 luxury here.

15 DR. AGRESTA: And that way you get -- but
16 until you have a good job description and you know exactly
17 what you're trying to have somebody do it's hard to even
18 kind of pull that kind of five bar conversation.

19 MS. TOWNSHEND: So in the interest of time,
20 could you restate your resolution or your motion?

21 DR. AGRESTA: Well, probably a motion to
22 have a small group, let's call it a search firm group,
23 meet to refine the job description. And I don't know that
24 it needs to be the Executive Committee, it could be the

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Executive Committee. I don't now how people -- you know,
2 feel about the Executive Committee versus having others in
3 the room kind of participate in that process.

4 CHAIRMAN GALVIN: Well, I think Tom could
5 call that Committee since he's the Vice Chair could he
6 not?

7 MS. MATTIE: You mean, form a new
8 Committee?

9 CHAIRMAN GALVIN: For an ad hoc Committee
10 for the purpose of looking at --

11 MS. MATTIE: It's the question, it's
12 probably the Executive Committee or the -- or you form a
13 new --

14 MR. MASSELLI: Why don't we make it the
15 Executive Committee and welcome --

16 MS. MATTIE: Welcome all the --

17 MR. MASSELLI: -- welcome all comers who
18 would like to join if there's anybody interested, right?
19 You know, if people --

20 DR. AGRESTA: That's fine, I just --

21 MR. MASSELLI: -- and you're going to come
22 back next month or the next time we meet with a draft
23 proposal that's narrowed down and then the full Committee
24 will vote on it.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: So the motion on the table
2 at this time is that the Executive Committee will come
3 together to shore up and tailor the job description and
4 come back to this meeting in one month with a job
5 description for consideration by the full Board.

6 MR. MASSELLI: Yeah, with the private aside
7 that people are welcome to come if they want to come.

8 MS. TOWNSHEND: So that's Tom's motion. Do
9 I hear a second?

10 MR. COURTWAY: Second.

11 MS. TOWNSHEND: Thank you.

12 CHAIRMAN GALVIN: Any discussion?

13 MS. HORN: Yes, I just wanted to clarify.
14 If the Executive Committee is typically going to be -- is
15 only going to be of the Board of Directors, so I guess my
16 preference would be that we call it a separate committee.
17 This is going to be a Search Committee and comprised --
18 beginning --

19 MR. MASSELLI: Well, but this is -- I don't
20 -- I certainly don't want to see that it's a Search
21 Committee. I think Tom's just getting to the point of
22 let's get the --

23 MS. TOWNSHEND: Executive Committee
24 together.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. MASSELLI: -- let's get this job
2 description narrowed down.

3 MS. HORN: Okay.

4 MR. MASSELLI: Then come back here and then
5 we should have -- we might have more members join. Once
6 we approve that we can figure out what the Search
7 Committee is right?

8 MS. HORN: Okay, but my only concern is
9 that we want the Executive Committee to stay within the
10 Board of Directors and then if you want to add something
11 to that, let's call it something else.

12 DR. AGRESTA: That's fine -- I think what
13 Mark is saying is what -- I would suggest that we just
14 sort of like get a -- because it's a two page, three page
15 job description, it's relatively straightforward and easy
16 to do, but I think it's critical.

17 MS. TOWNSHEND: Further discussion?

18 CHAIRMAN GALVIN: Okay, any further
19 discussion? In favor?

20 VOICES: Aye.

21 CHAIRMAN GALVIN: Opposed? Motion is
22 carried.

23 MS. TOWNSHEND: Finally, we're getting to
24 protocols for fiscal management and what I have passed out

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 to you is the four year budget allocation, which goes to
2 Peter's point earlier, where is the money going? And this
3 is a very, very simplified version of the monies that we
4 are anticipating getting some of which we have already
5 gotten to the tune of \$780,000, which you'll see in the
6 year one column. DPH for personnel, ONC management,
7 public health HIE planning has spent -- you can read it.
8 But you'll see in each HITE/CT agency in the bottom line
9 year one, \$3,940 to get you through to March.

10 MR. MASSELLI: Does that include the pasta
11 in the back?

12 MS. TOWNSEND: No.

13 MR. COURTWAY: So \$780,000 has been -- was
14 received from the ONC by the State?

15 MS. TOWNSEND: That is correct.

16 MR. COURTWAY: And of the \$780,000 is there
17 an accounting of how it was spent to date and how much is
18 left?

19 MS. TOWNSEND: It was mainly spent with
20 Gartner to do the Plan, the HIE Plan.

21 MR. COURTWAY: So of the \$780,000 what's
22 left?

23 MS. TOWNSEND: \$3,940.

24 MR. COURTWAY: \$39,000?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: Is that right -- \$3,900.

2 MR. COURTWAY: Now, I'm confused here. The
3 State received \$780,000 from ONC as the startup planning
4 effort.

5 MS. TOWNSHEND: Right, it's delineated
6 under year one. We spent --

7 MR. MASSELLI: And you would either spend
8 it or accrue \$776,000, is what you're saying?

9 MS. TOWNSHEND: Yes.

10 MR. MASSELLI: And there's about \$4,000
11 left.

12 MS. TOWNSHEND: Yup.

13 MR. MASSELLI: So we've got that expended
14 or accrue is that --

15 MS. MOONEY: So every other line item has
16 been expended? I missed that too.

17 MS. TOWNSHEND: No. No, the bottom line --
18 the \$3,940 has not been expended.

19 MS. MOONEY: But the other --

20 MS. TOWNSHEND: Everything above it has.

21 DR. BUCKMAN: What about the \$10,800 for
22 HITE/CT Board administrative support?

23 MS. TOWNSHEND: That's administrative
24 support. How had that fallen out, do you remember?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. HOOPER: I'm Meg Hooper, Chief of the
2 Planning Grid for the Department Public Health. The
3 budget is laid out, and no, we have not spent those funds.
4 That's the first fiscal year, federal fiscal year, from
5 the Office of National Coordinator from March 15th of this
6 year until March 14th of next year.

7 Our budget for the Department of Public
8 Health is \$100, administrative support for the Advisory
9 Committee that closed last month and still is in existence
10 as on an on-call basis. That's primarily for the
11 transcriptionist. Under consultants, that includes
12 Gartner for the development of the Plan, also for the
13 Finance Committee support. In addition, we have
14 contracted with the University of Connecticut for an
15 evaluation function. We are looking to get the contract
16 completed for a legal consult for this Board of Directors
17 to move forward instead of relying on DPH for legal
18 advice. It's more appropriate for the Board to develop
19 legal counsel support and we are working on that contract
20 now for approximately \$26,000.

21 Administrative support for this Board, we
22 anticipate from now until March 14th of next year,
23 approximately \$10,000 for our transcriptionist. No food
24 is allowed to be paid for with federal funds. The

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Commissioner has been very kind to use his own funds for
2 tonight's meal.

3 MR. COURTWAY: Thank you.

4 MS. HOOPER: For the agency we anticipate,
5 yes Peter to your question, approximately \$4,000 will be
6 left that we want to support the Board with some of the
7 activities for, again, I don't think the transcriptionist.
8 We will be paying for that through March through that
9 administrative support function, the second row. But in
10 fact we figure about \$4,000 should be left over in case we
11 need to go forward with any filing fees for the Board. We
12 need to discuss insurance even though there won't be
13 fiscal responsibility, whether you want insurance pursued.
14 So there are some funds that we could use for the federal.

15 Again, we don't know on a search when in
16 fact we don't have money secured or approved for a Search
17 Committee to in fact have funding for a position. So that
18 is our remainder and we want to support certainly any
19 Board activity that that might require.

20 MR. COURTWAY: So as I recall the contract
21 with Gartner, there is a financial withhold that is
22 substantial --

23 MS. HOOPER: That is --

24 MR. COURTWAY: -- if the Plan is not

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 approved and funded?

2 MS. HOOPER: -- correct. This is
3 allocated, this is not at all spent. This is allocated
4 funds for the fiscal year.

5 MR. COURTWAY: So if -- contractually with
6 Gartner, they don't get paid unless the Plan is approved
7 and funded --

8 MS. HOOPER: We've held 30 percent back.

9 MR. COURTWAY: -- and whatever dollar
10 amount that is represented by the \$650,000 is theirs --

11 MS. HOOPER: Yes.

12 MR. COURTWAY: -- 30 percent of that is
13 still sitting in essence in the coffers, that could be
14 spent on the startup between now and March 15th.

15 MS. HOOPER: No, it cannot. It is
16 allocated with federal funds. There is a specific budget
17 line item. The funds cannot be used for any other
18 purpose. It is an accounting issue but there are funds
19 that -- we don't have the funds. They are drawn down. We
20 didn't get a check and it's sitting in a bank gaining
21 interest. We draw down these funds as we prepare invoices
22 and invoice ONC. They have to approve --

23 MR. MASSELLI: It's a cooperative --

24 MS. HOOPER: -- it is a cooperative

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 agreement with ONC. They have to approve the budget as
2 submitted. We have since revised the budget and this is a
3 summary of the revised budget. There were planning funds
4 only, planning funds cannot be used for implementation.
5 So as much as it would be wonderful if those funds were
6 available for other uses, they are encumbered and
7 obligated to Gartner for the planning contract.

8 If the Plan is not approved we have to use
9 those funds to have another contractor or Gartner revise
10 the Plan so that it will be approved. It's a hold on the
11 funds sir.

12 MR. COURTWAY: Okay.

13 MR. MASSELLI: So nothing's funded -- so,
14 we're right down to \$4,000.

15 MR. CARR: Can you talk a little bit about
16 the matching requirements for year one and two and three
17 and four in education?

18 MS. HOOPER: Yes. We what we sent out to
19 the Advisory Committee members for our new Board members,
20 you will be receiving a letter towards the end of the
21 year. We have matching requirements for the funds and in
22 the first year, again, this first project fiscal year
23 ending in March is 10 percent.

24 MR. WOLLSCHLAGER: Not calendar -- federal

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 fiscal year.

2 MS. HOOPER: The federal fiscal year, which
3 is October 1 to September 30th. The match requirements
4 are according to a federal fiscal year. The funds
5 received are on this project fiscal year. That's why
6 you're giving us some money to keep this all straight,
7 okay. In addition, the match requirements for the first
8 year are I think the 10 percent --

9 MR. WOLLSCHLAGER: First year was zero.

10 MS. HOOPER: I'm sorry --

11 MR. WOLLSCHLAGER: And then it goes one to
12 10, one to seven, one to three.

13 MS. HOOPER: There you go, one to 10, one
14 to seven, one to three.

15 MS. TOWNSHEND: So we just started matching
16 on October 1st.

17 MR. WOLLSCHLAGER: Right now we're in one
18 to 10.

19 MS. HOOPER: And we started our match and
20 what you all received was a request for your approval for
21 using a salary amount determined to be approximately a
22 median for folks involved in this effort, for your effort
23 from October 1 till March.

24 CHAIRMAN GALVIN: It's an in-kind match.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. HOOPER: It is all of your time. There
2 are no state funding matches to that question Kevin. It
3 is all acceptable to be in-kind. So that was part of your
4 question.

5 MR. CARR: Well, the only reason I was
6 bringing it up was because if we expend those federal
7 funds later in the corporate agreement then our matching
8 requirements go up with that.

9 MS. HOOPER: They do, thank you.

10 MR. CARR: And some states are saying we're
11 going to contract out with a heavy up front payment with a
12 lower match requirements in the first couple of years as
13 opposed to expend all of your money up front when you have
14 a lower match requirement so your infrastructure closer --

15 MS. HOOPER: Understood, and I believe
16 those states have an infrastructure to continue building
17 on, again, at \$1 million or \$1.3 million for the next
18 three years. We're anticipated that that might be needed
19 for a lot of the staffing and Board activities, and I'm
20 not sure how much of that -- again, it will be at the
21 discretion and discussion of the Board to determine how
22 those funds should be expended for the actual either
23 capital and/or implementation funding for HIE covering the
24 entire state.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 So again, the Board -- the Finance
2 Committee, Mr. Carmody, will obviously be reviewing some
3 of this and bringing it back to the Board with some
4 recommendations for a full discussion. This does include
5 some of the legal counsel as you move forward, whether it
6 is for staffing -- again, you're required to have a CEO
7 per statute. It's been recommended from the ONC that
8 there be a Technical Director, certainly administrative
9 support, and either fiscal and legal staffing and/or
10 consult.

11 And the requirements are, because these are
12 considered essentially quasi state employees we're
13 pursuing how the benefits package has to be performed or
14 completed. So there are a number of activities with both
15 a new entity and your responsibilities as Board members of
16 managing that entity. And the sooner that a CEO comes on
17 that can take care of some of that burden for you, that
18 will alleviate that. But in the meantime, those are the
19 considerations as you move forward. And that includes any
20 expenses also for printing and --

21 CHAIRMAN GALVIN: Meg, Meg, excuse me.
22 It's 25 minutes till 7:00. We have to be out of the
23 building by 7:00.

24 MS. HOOPER: I'm happy to stop.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 CHAIRMAN GALVIN: And so we'll have to --

2 MS. TOWNSHEND: Well, I think there is --

3 CHAIRMAN GALVIN: -- I think we have about
4 15 minutes left, so.

5 MS. TOWNSHEND: -- there is one issue that
6 we need to hopefully resolve tonight, and that's the FEIN.

7 MS. HORN: Yes, if I may?

8 MS. TOWNSHEND: Go ahead.

9 MS. HORN: Lisa Boyle put together a list
10 of resolutions that we need to look at either today or for
11 next time. And I think one of the Resolutions would
12 address the -- somebody needs to take out a federal
13 employee identification number. It's a catch 22, we
14 cannot contract with the quasi public agency to get the
15 leftover planning money to you folks until this entity has
16 a FEIN, and it needs some person to file for that and
17 volunteer to put their name out there.

18 So we do have a Resolution --

19 MS. MATTIE: We don't have exactly for that
20 but I guess the question is someone has to sign the FEIN
21 form basically. And I think -- I mean, you could
22 authorize any one of the officers --

23 MR. THORNQUIST: Alright, I move that we
24 authorize the Secretary to handle that.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: Do I hear a second? Did I
2 hear a second?

3 DR. BUCKMAN: Second.

4 MR. THORNQUIST: It's more on the line of
5 Treasurer --

6 MR. CARMODY: If I knew which way it was
7 going to go I sure wasn't coming here.

8 MR. THORNQUIST: You have to take notes. I
9 have my trusty note-taker right here.

10 MS. TOWNSHEND: So Dan, are you declining
11 or --

12 MS. MATTIE: It's just a matter of signing
13 the form. I mean, I can't imagine we're going to ask you
14 to fill it out. I assume that DPH is going to fill out
15 the form, it's just signing on behalf of the Authority.

16 MS. HORN: Yes, we'll have to figure out
17 how to do it electronically. We'll negotiate with you on
18 how to do that but we have a Resolution that it says he
19 will --

20 DR. BUCKMAN: As a single signature.

21 MS. MATTIE: As a single signature.

22 MS. HORN: Yes.

23 MS. TOWNSHEND: Dan, you fine with that?

24 MR. CARMODY: Ahum.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: Do we need to take a vote?

2 MS. HORN: Yes.

3 MS. TOWNSHEND: All those in favor of
4 having Dan Carmody sign as the FEIN on behalf of the Board
5 of Directors please --

6 DR. BUCKMAN: Just for clarification, the
7 motion was to have the Secretary sign, not Dan Carmody,
8 the Secretary.

9 MS. TOWNSHEND: Thank you.

10 DR. BUCKMAN: Who happens to be Dan now.

11 MS. TOWNSHEND: Duly noted, thank you. Let
12 me restate. The motion on the floor at this time is that
13 the Secretary will sign the FEIN form on behalf of the
14 Board of Directors for the HITE/CT. That's been motioned
15 and seconded, any further discussion?

16 MR. LYNCH: That was as a single signatory?

17 MS. MATTIE: Yes.

18 MS. TOWNSHEND: As a single signatory. Any
19 further discussion? We'll take a vote, all those in favor
20 say Aye.

21 VOICES: Aye.

22 MS. TOWNSHEND: Opposed?

23 MR. CARMODY: Abstain.

24 MS. TOWNSHEND: Motion carries.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MR. MASSELLI: We have a defense fund of
2 \$3,900.

3 MS. TOWNSHEND: We don't have any other
4 immediate issues that need to be addressed at this
5 meeting. Do we have any public comment? Ma'am, if you
6 could come up to the table and speak into the mike and say
7 your first and last name?

8 MS. LYNN CAUL: Hi, I'm Lynn Caul and I've
9 been in health care for about 30 years. I do private
10 consulting and work for physician offices, mostly small
11 offices. Health care reform, I've been following since
12 before any of this was on the table. I followed the
13 electronic medical record recommendations when they first
14 came out over 15 years ago and the evolution.

15 We have grant money available and
16 Connecticut has unemployment. Any positions that are
17 filled I would respectfully request that they be filled
18 with residents of Connecticut.

19 MS. TOWNSHEND: So noted, thank you. Any
20 further comment? I've been informed by Marianne --

21 CHAIRMAN GALVIN: Angelo.

22 MS. TOWNSHEND: Oh, Angelo. Dr. Carabba, I
23 apologize.

24 DR. ANGELO CARABBA: That's no problem, I'm

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 Chairman of e-Health Connecticut. I'd just like to let
2 this Board know that e-Health Connecticut stands ready to
3 do anything that we can to further this endeavor and we'll
4 be glad to cooperate in any way and help you be creative
5 in getting this off the ground and successful. We're
6 quite adept at working with zero funds, so call us --

7 MS. TOWNSHEND: And we'll take advantage of
8 your experience.

9 DR. CARABBA: Okay, thank you.

10 MS. HORN: Thank you.

11 CHAIRMAN GALVIN: Thank you.

12 MS. TOWNSHEND: We do have one other issue
13 I've been informed by Ms. Horn. Marianne?

14 MS. HORN: Yes. If we work extraordinarily
15 quickly this month there is the off chance that we might
16 be able to get some of the planning money to the Authority
17 in order to begin the contracting process for a legal
18 consultant and we would want somebody authorized to sign
19 that contract with the Department of Public Health. So we
20 have a Resolution --

21 DR. BUCKMAN: I move that we allow the Vice
22 Chair to sign a contract as an individual signer for our
23 legal counsel.

24 MS. HORN: Do I hear a second?

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 DR. AGRESTA: Second.

2 MS. TOWNSHEND: Discussion?

3 MS. MATTIE: So can we -- just to clarify
4 the motion, can we also say that we authorize the
5 Authority basically to enter into the contract with the
6 DPH? It's just a technical -- there's two pieces, to
7 enter into it and to have the Vice Chair sign.

8 DR. BUCKMAN: I accept the amendment.

9 CHAIRMAN GALVIN: Okay.

10 MS. TOWNSHEND: Discussion?

11 CHAIRMAN GALVIN: All in favor?

12 VOICES: Aye.

13 MS. TOWNSHEND: Opposed? It carries.

14 CHAIRMAN GALVIN: Next meeting?

15 MS. TOWNSHEND: Do we -- the next meeting
16 is -- I have a list somewhere, November, is it the 19th?

17 MS. MATTIE: The 15th.

18 MS. TOWNSHEND: Monday the 15th, 4:30, same
19 location.

20 CHAIRMAN GALVIN: And do I hear a motion to
21 adjourn?

22 DR. BUCKMAN: So moved.

23 MS. TOWNSHEND: Seconded?

24 DR. AGRESTA: Second.

RE: CT HEALTH INFORMATION TECHNOLOGY & EXCHANGE
OCTOBER 18, 2010

1 MS. TOWNSHEND: Thank you.
2 CHAIRMAN GALVIN: Thank you all for coming.
3 (Whereupon, the meeting was adjourned at
4 6:44 p.m.)